

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

| OMB APPROVAL                                   |           |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |  |   |  |  |   |  |  |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person <sup>2</sup><br>SODHANI ARVIND   |  |  | 2. Issuer Name and Ticker or Trading Symbol<br>INTEL CORP [INTC]                        |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>SR VICE PRES; PRES INTEL CAP. |  |  |
| (Last) (First) (Middle)<br>INTEL CORPORATION, 2200 MISSION COLLEGE BLVD. |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/19/2007                          |  |  |   |  |  |
| (Street)<br>SANTA CLARA, CA 95054  |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                     |  |  |
| (City) (State) (Zip)   |  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| COMMON                          |                                      |  |                                |   |   |            |       | 261,374 <sup>(1)</sup>  | D  |   |
| COMMON                          |                                      |  |                                |   |   |            |       | 4,000   | I  | Held by Mother  |
| COMMON                          |                                      |  |                                |   |   |            |       | 32  | I  | By Employee Benefit Plan Trust                        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                           | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|---------------------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date           | Title   | Amount or Number of Shares |  |  |  |  |
| Employee Option (right to buy)             | \$ 21.52   | 04/19/2007                           |  | A                              |   | 45,000  |     | 04/19/2008   | 04/19/2014                | COM.STK   | 45,000                     | \$ 0                                       | 1,318,704  | D  |  |
| Employee Option (right to buy)             | \$ 21.52   | 04/19/2007                           |  | A                              |   | 45,000  |     | 04/19/2009   | 04/19/2014                | COM.STK   | 45,000                     | \$ 0                                       | 1,363,704  | D  |  |
| Employee Option (right to buy)             | \$ 21.52   | 04/19/2007                           |  | A                              |   | 45,000  |     | 04/19/2010   | 04/19/2014                | COM.STK   | 45,000                     | \$ 0                                       | 1,408,704  | D  |  |
| Employee Option (right to buy)             | \$ 21.52   | 04/19/2007                           |  | A                              |   | 45,000  |     | 04/19/2011   | 04/19/2014                | COM.STK   | 45,000                     | \$ 0                                       | 1,453,704  | D  |  |
| Restricted Stock Units                     | \$ 0 <sup>(2)</sup>                                    | 04/19/2007                           |  | A                              |   | 6,375   |     | 04/19/2008 <sup>(3)</sup>                                | 04/19/2008 <sup>(3)</sup> | COM.STK   | 6,375                      | \$ 0                                       | 27,625   | D  |  |
| Restricted Stock Units                     | \$ 0 <sup>(2)</sup>                                    | 04/19/2007                           |  | A                              |   | 6,375   |     | 04/19/2009 <sup>(3)</sup>                                | 04/19/2009 <sup>(3)</sup> | COM.STK   | 6,375                      | \$ 0                                       | 34,000   | D  |  |
| Restricted                                 |  | 04/19/2007                           |  | A                              |   | 6,375   |     |  |                           | COM.STK   | 6,375                      | \$ 0                                       | 40,375   | D  |  |

|                        |          |            |  |   |  |       |               |               |         |       |      |        |   |  |
|------------------------|----------|------------|--|---|--|-------|---------------|---------------|---------|-------|------|--------|---|--|
| Stock Units            | \$ 0 (2) |            |  |   |  |       | 04/19/2010(3) | 04/19/2010(3) |         |       |      |        |   |  |
| Restricted Stock Units | \$ 0 (2) | 04/19/2007 |  | A |  | 6,375 | 04/19/2011(3) | 04/19/2011(3) | COM.STK | 6,375 | \$ 0 | 46,750 | D |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| SODHANI ARVIND<br>INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054 |               |           | SR VICE PRES; PRES INTEL CAP. |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| Arvind Sodhani                | 04/19/2007 |
| Signature of Reporting Person | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 1,383 shares acquired under the Intel Corporation Stock Purchase Plan during February 2007.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (3) Unless earlier forfeited under the terms of the RSU 25% of the award vests and converts into common stock on each anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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