

FORM 4

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

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person SODHANI ARVIND			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) EXEC. VP; PRES. INTEL CAPITAL						
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 04/17/2008									
(Street) SANTA CLARA, CA 95054			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person						
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
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										360,347	D	
COMMON										4,000	I	Held by Mother
COMMON										33.114	I	By Employee Benefit Plan Trust

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

Persons who respond to the collection of information contained in
this form are not required to respond unless the form displays a
currently valid OMB control number. SEC 1474 (9-02)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)	\$ 22.11	04/17/2008		A		58,750		04/17/2009	04/17/2015	COM.STK	58,750	\$ 0	1,481,454	D	
Employee Option (right to buy)	\$ 22.11	04/17/2008		A		58,750		04/17/2010	04/17/2015	COM.STK	58,750	\$ 0	1,540,204	D	
Employee Option (right to buy)	\$ 22.11	04/17/2008		A		58,750		04/17/2011	04/17/2015	COM.STK	58,750	\$ 0	1,598,954	D	
Employee Option (right to buy)	\$ 22.11	04/17/2008		A		58,750		04/17/2012	04/17/2015	COM.STK	58,750	\$ 0	1,657,704	D	
Restricted Stock Units	\$ 0 ⁽¹⁾	04/17/2008		A		8,375		04/17/2009 ⁽²⁾	04/17/2009 ⁽²⁾	COM.STK	8,375	\$ 0	61,375	D	
Restricted Stock Units	\$ 0 ⁽¹⁾	04/17/2008		A		8,375		04/17/2010 ⁽²⁾	04/17/2010 ⁽²⁾	COM.STK	8,375	\$ 0	69,750	D	
Restricted	\$ 0 ⁽¹⁾	04/17/2008		A		8,375		04/17/2011 ⁽²⁾	04/17/2011 ⁽²⁾	COM.STK	8,375	\$ 0	78,125	D	

Stock Units															
Restricted Stock Units	\$ 0 (1)	04/17/2008		A		8,375		04/17/2012(2)	04/17/2012(2)	COM.STK	8,375	\$ 0	86,500	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SODHANI ARVIND INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			EXEC. VP; PRES. INTEL CAPITAL	

Signatures

ARVIND SODHANI	04/18/2008
 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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (2) 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, unless that date falls on a non-business date, in which case the next business date shall apply.

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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