

# 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 * <b>POTTRUCK DAVID S</b>			2. Issuer Name and Ticker or Trading Symbol <b>INTEL CORP [INTC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) <b>THE POTTRUCK GROUP, ONE MARKET STREET, SUITE 1400</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>07/17/2008</b>					
(Street) <b>SAN FRANCISCO, CA 94105</b>			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)			<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							800	I	By Daughter	
COMMON							5,000	I	Annuity Trust for Brother	
COMMON							8,400	I	Annuity Trust for Brother	
COMMON (1)	07/21/2008		M		4,741	A	\$ 0 16,009	D		

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				
Restricted Stock Units	\$ 0 (2)	07/17/2008		A		2,225		07/17/2009(3)	07/17/2009(3)	COM.STK	2,225	\$ 0	13,627	D	
Restricted Stock Units	\$ 0 (2)	07/17/2008		A		2,225		07/17/2010(3)	07/17/2010(3)	COM.STK	2,225	\$ 0	15,852	D	
Restricted Stock Units	\$ 0 (2)	07/17/2008		A		2,225		07/17/2011(3)	07/17/2011(3)	COM.STK	2,225	\$ 0	18,077	D	
Restricted Stock Units	\$ 0 (2)	07/21/2008		M		1,918		07/19/2008(3)	07/19/2008(3)	COM.STK	1,918	\$ 0	16,159	D	
Restricted Stock Units	\$ 0 (2)	07/21/2008		M		2,823		07/21/2008(3)	07/21/2008(3)	COM.STK	2,823	\$ 0	13,336 (4)	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTRUCK DAVID S	X			

THE POTTRUCK GROUP ONE MARKET STREET, SUITE 1400 SAN FRANCISCO, CA 94105				
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## Signatures

DAVID S. POTTRUCK

\*\*Signature of Reporting Person

07/21/2008

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) Shares acquired on the vesting of restricted stock units.
- (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, 33 1/3% 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.
- (4) Mr. Pottruck holds 129,000 options with the right to buy Intel Corporation common stock and also owns directly 2,907 phantom share units acquired under the Intel Corporation 2006 Deferral Plan for Outside Directors.

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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