

# FORM 5

## 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).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

### ANNUAL 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

<b>1. Name and Address of Reporting Person *</b> <b>BAKER ROBERT JAYMES</b> (Last) (First) (Middle)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>INTEL CORP [INTC]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SR VP, GM TECH & MFG GRP
INTEL CORPORATION, 2200 MISSION COLLEGE BLVD. (Street)	<b>3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)</b> 12/27/2008	<b>6. Individual or Joint/Group Reporting</b> (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
SANTA CLARA, CA 95054 (City) (State) (Zip)	<b>4. If Amendment, Date Original Filed(Month/Day/Year)</b>	

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/16/2008		J	127,744 (1)	D	\$ 0	140,473	D	
Common Stock							1,538.528	I	By Employee Benefit Plan Trust
Common Stock - Former Spouse							127,744	I	By Former Spouse

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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 30.7032	11/26/2008		J		9,900	04/13/2004	04/13/2009	Common Stock	9,900	\$ 30.7032	23,100	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 30.7032	11/26/2008		J	9,900 (2)		04/13/2004	04/13/2009	Common Stock	9,900	\$ 30.7032	9,900	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 61.1875	11/26/2008		J		16,200	04/25/2005	04/25/2010	Common Stock	16,200	\$ 61.1875	37,800	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 61.1875	11/26/2008		J	16,200 (2)		04/25/2005	04/25/2010	Common Stock	16,200	\$ 61.1875	16,200	I	By Former Spouse

Employee Stock Option (Right to Buy)	\$ 25.6875	11/26/2008		J		565	03/21/2002 <sup>(3)</sup>	03/21/2011	Common Stock	565	\$ 25.6875	1,319	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 25.6875	11/26/2008		J	565 <sup>(2)</sup>		03/21/2002 <sup>(3)</sup>	03/21/2011	Common Stock	565	\$ 25.6875	565	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 25.6875	11/26/2008		J		5,863	03/21/2002 <sup>(3)</sup>	03/21/2011	Common Stock	5,863	\$ 25.6875	13,679	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 25.6875	11/26/2008		J	5,863 <sup>(2)</sup>		03/21/2002 <sup>(3)</sup>	03/21/2011	Common Stock	5,863	\$ 25.6875	5,863	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 24.225	11/26/2008		J		21,600	04/10/2006	04/10/2011	Common Stock	21,600	\$ 24.225	50,400	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 24.225	11/26/2008		J	21,600 <sup>(2)</sup>		04/10/2006	04/10/2011	Common Stock	21,600	\$ 24.225	21,600	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 24.365	11/26/2008		J		21,600	04/13/2007	10/31/2011	Common Stock	21,600	\$ 24.365	50,400	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 24.365	11/26/2008		J	21,600 <sup>(2)</sup>		04/13/2007	10/31/2011	Common Stock	21,600	\$ 24.365	21,600	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 30.495	11/26/2008		J		15,000	03/26/2008 <sup>(4)</sup>	03/26/2012	Common Stock	15,000	\$ 30.495	185,000	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 30.495	11/26/2008		J	15,000 <sup>(2)</sup>		03/26/2008 <sup>(4)</sup>	03/26/2012	Common Stock	15,000	\$ 30.495	15,000	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 29.325	11/26/2008		J		17,100	04/09/2004 <sup>(5)</sup>	04/09/2012	Common Stock	17,100	\$ 29.325	39,900	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 29.325	11/26/2008		J	17,100 <sup>(2)</sup>		04/09/2004 <sup>(5)</sup>	04/09/2012	Common Stock	17,100	\$ 29.325	17,100	I	By Former Spouse
Employee Stock Option	\$ 20.23	11/26/2008		J		283	11/25/2003 <sup>(6)</sup>	11/25/2012	Common Stock	283	\$ 20.23	659	D	

(Right to Buy)														
Employee Stock Option (Right to Buy) - Former Spouse	\$ 20.23	11/26/2008		J	283 (2)		11/25/2003(6)	11/25/2012	Common Stock	283	\$ 20.23	283	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 20.23	11/26/2008		J		33,081	11/25/2003(2)	11/25/2012	Common Stock	33,081	\$ 20.23	77,190	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 20.23	11/26/2008		J	33,081 (2)		11/25/2003(2)	11/25/2012	Common Stock	33,081	\$ 20.23	33,081	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 20.23	11/26/2008		J		7,500	11/25/2007	11/25/2012	Common Stock	7,500	\$ 20.23	92,500	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 20.23	11/26/2008		J	7,500 (2)		11/25/2007	11/25/2012	Common Stock	7,500	\$ 20.23	7,500	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 18.63	11/26/2008		J		63,600	04/22/2004	04/22/2013	Common Stock	63,600	\$ 18.63	148,400	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 18.63	11/26/2008		J	63,600 (2)		04/22/2004	04/22/2013	Common Stock	63,600	\$ 18.63	63,600	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 26.995	11/26/2008		J		30,000	04/15/2005	04/15/2014	Common Stock	30,000	\$ 26.995	70,000	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 26.995	11/26/2008		J	30,000 (2)		04/15/2005	04/15/2014	Common Stock	30,000	\$ 26.995	30,000	I	By Former Spouse
Employee Stock Option (Right to Buy)	\$ 23.16	11/26/2008		J		28,125	04/21/2006	04/21/2012	Common Stock	28,125	\$ 23.16	96,875	D	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 23.16	11/26/2008		J	28,125 (2)		04/21/2006	04/21/2012	Common Stock	28,125	\$ 23.16	28,125	I	By Former Spouse

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BAKER ROBERT JAYMES  
INTEL CORPORATION  
2200 MISSION COLLEGE BLVD.  
SANTA CLARA, CA 95054

SR VP, GM TECH & MFG GRP

## Signatures

/s/ Wendy Yemington

02/10/2009

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) Number of shares held at the end of the period reflects the transfer on 12/16/08 of 127,744 shares of Common Stock to the reporting person's former spouse. This transfer is of economic benefit.
- (2) Number of Derivative Securities held at the end of the period reflects the transfer on 11/26/08 of 304,917 Stock Options to the reporting person's former spouse. This transfer is of economic benefit.
- (3) This option vests in two equal annual installments beginning on the first anniversary of the grant date.
- (4) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
- (5) This option vests in two installments of 39,000 beginning 4/09/04 and one installment of 18,000 on 4/08/05.
- (6) This option vests in two annual installments of 235 on 11/25/2003 and 237 on 11/25/2006.
- (7) This option vests in three annual installments of 27,567 beginning on 11/25/2003 and one installment of 27,570 on 11/25/2006.

### Remarks:

This Form 5 is one of two.

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

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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Cary Klafter, Michael S. Smith, Wendy Yemington, Lulu De Guia, Teresa Remillard, Fernando Delmendo, or either of them signing singly, and with full power of substitution, the undersigneds true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigneds name and on the undersigneds behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigneds capacity as an officer and/or director of Intel Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form or report with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigneds holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st, day of May, 2007.

/s/ Robert J. Baker

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Signature

Robert J. Baker

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Print Name