

# FORM 5

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

OMB APPROVAL	
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## 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

- 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

<b>1. Name and Address of Reporting Person *</b> <b>BAKER ROBERT JAYMES</b> <small>(Last) (First) (Middle)</small>			<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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SR VP, GM TECH & MFG GRP			
INTEL CORPORATION, 2200 MISSION COLLEGE BLVD. <small>(Street)</small>			<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 <small>(City) (State) (Zip)</small>			<b>4. If Amendment, Date Original Filed(Month/Day/Year)</b> 02/10/2009						
<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 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			

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				
Restricted Stock Units	\$ 0 (1)	11/26/2008		J		900 (2)	04/21/2007(3)	(3)	Common Stock	900	\$ 0	5,100	D	
Restricted Stock Units - Former Spouse	\$ 0 (1)	11/26/2008		J	900 (2)	(4)	04/21/2007(3)	(3)	Common Stock	900	\$ 0	900	I	By Former Spouse
Restricted Stock Units	\$ 0 (1)	11/26/2008		J		1,912.50 (2)	04/19/2008(3)	(3)	Common Stock	1,912.50	\$ 0	17,212.50	D	
Restricted Stock Units - Former Spouse	\$ 0 (1)	11/26/2008		J	1,912.50 (2)	(4)	04/19/2008(3)	(3)	Common Stock	1,912.50	\$ 0	1,912.50	I	By Former Spouse
Restricted Stock Units	\$ 0 (1)	11/26/2008		J4		1,912.50 (5)	04/17/2009(3)	(3)	Common Stock	1,912.50	\$ 0	23,587.50	D	
Restricted Stock Units - Former Spouse	\$ 0 (1)	11/26/2008		J4	1,912.50 (4)	(5)	04/17/2009(3)	(3)	Common Stock	1,912.50	\$ 0	1,912.50	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/ Lulu De Guia, attorney-in-fact

Signature of Reporting Person

04/22/2009

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) Number of restricted stock units transferred by the reporting person to his former spouse reflected in the reporting person's original Form 5 was incorrect.
- (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, unless that date falls on a non-business date, in which case the next business date shall apply.
- (4) Number of Derivative Securities held at the end of the period reflects the transfer on 11/26/08 of 4,725 Restricted Stock Units to the reporting person's former spouse. This transfer is of economic benefit.
- (5) The transfer of 1,912.5 restricted stock units by the reporting person to his former spouse was inadvertently omitted from the reporting person's original Form 5.

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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