

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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 * 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) _____ Other (specify below) _____ EXEC. VP; PRES. INTEL CAPITAL		
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 10/30/2009					
(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			

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 Stock Option (Right to Buy)	\$ 25.6875	10/30/2009		D		29,136		03/21/2002 ⁽¹⁾	03/21/2011	Common Stock	29,136	⁽²⁾	0	D	
Employee Stock Option (Right to Buy)	\$ 29.325	10/30/2009		D		18,000		04/09/2004	04/09/2012	Common Stock	18,000	⁽³⁾	0	D	
Employee Stock Option (Right to Buy)	\$ 26.995	10/30/2009		D		60,000		04/15/2005 ⁽⁴⁾	04/15/2014	Common Stock	60,000	⁽⁵⁾	0	D	
Employee Stock Option (Right to Buy)	\$ 24.365	10/30/2009		D		72,000		04/13/2007	10/31/2011	Common Stock	72,000	⁽⁶⁾	0	D	
Employee Stock Option (Right to Buy)	\$ 30.495	10/30/2009		D		200,000		03/26/2008 ⁽⁷⁾	03/26/2012	Common Stock	200,000	⁽⁸⁾	0	D	
Employee Stock Option (Right to Buy)	\$ 19.04	10/30/2009		A		108,823		10/30/2010 ⁽⁹⁾	10/30/2016	Common Stock	108,823	⁽¹⁰⁾	108,823	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SODHANI ARVIND			EXEC. VP; PRES. INTEL CAPITAL	

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

Signatures

/s/ Wendy Yemington, attorney-in-fact

**Signature of Reporting Person

11/03/2009

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) This option vests in two equal annual installments beginning on the first anniversary of the grant date.

(2) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 6,475 shares.

(3) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 4,000 shares.

(4) The option vests in four equal annual installments beginning on the first anniversary of the grant date.

(5) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 33,333 shares.

(6) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 20,571 shares.

(7) The option vests in four equal annual installments beginning on the sixth anniversary of the grant date.

(8) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 44,444 shares.

(9) The option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.

(10) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 108,823 shares.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.