

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

OMB APPROVAL

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

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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * SODHANI ARVIND				ng Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.				h/Day/Yea	ır)					
(Street) SANTA CLARA, CA 95054				(Month/Day	Year)	6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person  Form filed by More than One Reporting Person				
(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
2. Transaction Date (Month/Day/Year)		Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect	Beneficial Ownership	
		Code	V	Amount	· /	Price		(I) (Instr. 4)		
10/28/2011		M		50,000	A	\$ 19.51	309,990	D		
10/28/2011		S		50,000	D	\$ 24.99	259,990	D		
10/31/2011		M		54,810	A	\$ 19.51	314,800	D		
10/31/2011		S		54,810			259,990	D		
							37.096	I	By Employee Benefit Plan Trust	
	(Middle) SSION  (Zip)  2. Transaction Date (Month/Day/Year)  10/28/2011  10/28/2011  10/31/2011	INTEL CORP [I   3. Date of Earliest T   10/28/2011	INTEL CORP [INTC]   3. Date of Earliest Transaction (10/28/2011   4. If Amendment, Date Original   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Instr. 8)   2. Transaction Date (Instr. 8)   2. Transaction Date (Instr. 8)   3. Transaction Date (Instr. 8)   4. If Amendment, Date Original Date (Instr. 8)   5. Transaction Date (Instr. 8)   6. Transaction Date (Instr. 8)   7. Transaction Date (Ins	INTEL CORP [INTC]   3. Date of Earliest Transaction (Mont 10/28/2011   4. If Amendment, Date Original Filed   4. If Amendment, Date Original Filed   5. Table 1 - Non   2. Transaction Date (Month/Day/Year)   2. Execution Date, if any (Month/Day/Year)   3. Transaction Code (Instr. 8)	INTEL CORP [INTC]   3. Date of Earliest Transaction (Month/Day/Year)   10/28/2011   4. If Amendment, Date Original Filed(Month/Day/Sear)   2. Transaction Date (Month/Day/Year)   2. Transaction Execution Date, if (Month/Day/Year)   2. Transaction Execution Date, if (Month/Day/Year)   2. Transaction   2. Deemed Execution Date, if (Instr. 8)   (Instr. 3, 10/28/2011   10/28/2011   M   50,000   10/28/2011   S   50,000   10/31/2011   M   54,810   54,810	3. Date of Earliest Transaction (Month/Day/Year)   10/28/2011     4. If Amendment, Date Original Filed(Month/Day/Year)     2. Transaction Date (Month/Day/Year)     2. Transaction Date (Month/Day/Year)     2. Transaction Date (Month/Day/Year)	INTEL CORP [INTC]   3. Date of Earliest Transaction (Month/Day/Year)   10/28/2011   4. If Amendment, Date Original Filed(Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Execution Date, if (Month/Day/Year)   2. Transaction   2. Deemed Execution Date, if (Month/Day/Year)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   2. Transaction   3. Transaction   4. Securities Acquired (A) or Disposed of (D)   4. Transaction   4. Securities Acquired (A) or Disposed of (D)   4. Transaction   4. Securities Acquired (A) or Disposed of (D)   4. Transaction   4. Securities Acquired (A)   4. Transaction   4. Securities Acquired (A)   4. Securities Acquired (A)	INTEL CORP [INTC]	INTEL CORP [INTC]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Seemed Execution Date, if (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if (Instr. 8)  (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 3 and 4)  (Instr. 3 and 4)  (Instr. 4)  10/28/2011  M 50,000 A \$ 19.51 309,990  D 10/31/2011  M 54,810 A \$ 19.51 314,800  D 10/31/2011  S 54,810 D \$ 24.85 259,990  D 10/31/2011	

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)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		Deri Secu Acqu or D of (E	vative urities uired (A) isposed D) r. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		of Underlying Securities		Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Employee Stock Option (Right to Buy)	\$ 19.51	10/28/2011		M			50,000	04/21/2007 <sup>(2)</sup>	04/21/2013	Common Stock	50,000	\$ 0	54,810	D	
Employee Stock Option (Right to Buy)	\$ 19.51	10/31/2011		M			54,810	04/21/2007(2).	04/21/2013	Common Stock	54,810	\$ 0	0	D	

## **Reporting Owners**

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

SODHANI ARVIND			
INTEL CORPORATION		EXEC. VP; PRES. INTEL CAPITAL	
2200 MISSION COLLEGE BLVD.		EAEC. VF, FRES. INTEL CAFITAL	
SANTA CLARA, CA 95054			

### **Signatures**

/s/ Wendy Yemington, attorney-in-fact	10/31/2011		
**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) This transaction was executed in multiple trades at prices ranging from \$24.85 to \$24.855. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) The option vests in four equal annual installments beginning on the first anniversary of the grant date.

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.