

FORM 3

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

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | |
|---|--|---|---|
| 1. Name and Address of Reporting Person * Krzanich Brian M | 2. Date of Event Requiring Statement (Month/Day/Year) 01/20/2012 | 3. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC] | |
| (Last) (First) (Middle) 2200 MISSION COLLEGE BLVD., M/S RN4-151 | | 4. Relationship of Reporting Person(s) to Issuer (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 Manuf & Supply, COO | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) SANTA CLARA, CA 95054 | | 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 Beneficially Owned | | |

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|--|--|
| Common Stock | 30,999 | D | |
| Common Stock | 1,691 | I | Joint Account with Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|-------------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | 04/21/2011 | 04/21/2016 | Common Stock | 41,250 | \$ 19.51 | D | |
| Employee Stock Option (Right to Buy) | 04/21/2007(1) | 04/21/2013 | Common Stock | 27,500 | \$ 19.51 | D | |
| Employee Stock Option (Right to Buy) | 01/18/2012 | 01/18/2017 | Common Stock | 41,250 | \$ 20.7 | D | |
| Employee Stock Option (Right to Buy) | 01/17/2013 | 01/17/2018 | Common Stock | 41,250 | \$ 19.63 | D | |
| Employee Stock Option (Right to Buy) | 01/23/2014 | 01/23/2019 | Common Stock | 41,250 | \$ 12.985 | D | |
| Employee Stock Option (Right to Buy) | 04/16/2010(1) | 04/16/2016 | Common Stock | 83,280 | \$ 15.665 | D | |
| Employee Stock Option (Right to Buy) | 10/30/2010(1) | 10/30/2016 | Common Stock | 259,907 | \$ 19.0418 | D | |
| Employee Stock Option (Right to Buy) | 01/22/2015 | 01/22/2020 | Common Stock | 65,000 | \$ 20.3 | D | |
| Employee Stock Option (Right to Buy) | 01/22/2011(1) | 01/22/2017 | Common Stock | 90,310 | \$ 20.3 | D | |
| Employee Stock Option (Right to Buy) | 01/24/2012(1) | 01/24/2018 | Common Stock | 158,380 | \$ 21.085 | D | |
| Performance-based Restricted Stock Units | 02/22/2013(3) | (3) | Common Stock | 80,590 | \$ 0 (2) | D | |
| Performance-based Restricted Stock Units | 02/24/2014(5) | (5) | Common Stock | 61,130 | \$ 0 (4) | D | |
| Performance-based Restricted Stock Units | 05/16/2012(3) | (3) | Common Stock | 70,690 | \$ 0 (2) | D | |

| | | | | | | | |
|------------------------|---------------------------|----------------|--------------|--------|---------------------|---|--|
| Restricted Stock Units | 01/17/2013 ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 3,750 | \$ 0 ⁽⁶⁾ | D | |
| Restricted Stock Units | 01/22/2015 ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 9,250 | \$ 0 ⁽⁶⁾ | D | |
| Restricted Stock Units | 01/23/2014 ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 3,750 | \$ 0 ⁽⁶⁾ | D | |
| Restricted Stock Units | 04/24/2011 ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 33,293 | \$ 0 ⁽⁶⁾ | D | |
| Restricted Stock Units | 04/17/2009 ⁽⁹⁾ | ⁽⁹⁾ | Common Stock | 5,750 | \$ 0 ⁽⁶⁾ | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Krzanich Brian M 2200 MISSION COLLEGE BLVD. M/S RN4-151 SANTA CLARA, CA 95054 | | | Sr. VP/GM Manuf & Supply, COO | |

Signatures

| | |
|---|------------|
| /s/ Brian M. Krzanich | 01/20/2012 |
| ^{**} Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Unless earlier forfeited under the terms of the option, 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.
- Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting number of shares of Intel common stock acquired upon vesting of the
- (2) Performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning on the grant date and ending on the third anniversary of the grant date, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 33% and no more than 200% of one
- (3) share of Intel common stock three years and one month after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting number of shares of Intel common stock acquired upon vesting of the
- (4) Performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning on the grant date and ending on the third anniversary of the grant date, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 50% and no more than 200% of one
- (5) share of Intel common stock three years and one month after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- (6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (7) Unless earlier forfeited under the terms of the RSU, 100% of the award vests and converts into common stock on the 5th anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (8) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2011. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (9) 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.

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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