# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
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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).

(Print or Type Responses)

#### 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

Applicable Line)  Ownership of India Benefi Owner or Indirect (Instr. I)  Instr. 4)	r (specify below) g Grp  applicable Line)  1 5. 7. N  Dwnership of I  Form: Derect (D) or Indirect (Institute of the specific	& Mktg Grp  Check Applicate Person  Owned  ly 6. Owner Form:	oth Sales & Mk  up Filing(Check . g Person e Reporting Person	or Joint/Grou	Individual of			ear)	h/Day/Y	Mont	otion (	Tropos	rliest	f Eo	Doto	_		(First)		(14)
5. 7. Nation of India Seneficiary (D) Owner or Indirect (I) Instr. 4)	i 7. N Dwnership of I Form: Ber Direct (D) Ow or Indirect (Ins	Owned  Owned  Owner Form:	g Person e Reporting Person efficially Owne	v One Reporting	Form filed by	( 1	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2012									INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.				
Ownership Form: Direct (D) Owner (Instr. 4)  7. Natr Ownership Benefi Owner (Instr. 4)	Dwnership of I Form: Ber Direct (D) Ow or Indirect (Inst	ly 6. Owner Form:			6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person Form filed by More than One Reporting Person				4. If Amendment, Date Original Filed(Month/Day/Year)							4	(Street) SANTA CLARA, CA 95054			
Ownership of Indi Form: Benefi Direct (D) Owner or Indirect I) Instr. 4)	Ownership of I Form: Ber Direct (D) Ow or Indirect (Ins	Owner Form:	D 6" - : - 11	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						(Zip)	(State)		(City)							
Instr. 4)	,		ted	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		(D) Ow Trai	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			tion	Execution Date, if Code		r) any		Year)	Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year		1.Title of Sec (Instr. 3)		
		(I) (Instr.				Price		(A) or (D)	Amoun	V	ode	Co								
)	)	D			750	0 3,7	\$ (	A	3,750 (1)		M	N				2	01/18/2012		Stock	Common S
)	)	D			275	5.245 2,2	\$ 25	D	1,475 ( <u>2</u> )		F	I				2	01/18/2012		Stock	Common S
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			tion containe e form displa		respond number.		t req MB (	are no valid O	ons whis form	Pers in th a cu								parate line for each o	eport on a se	Reminder: Re
10 11 3	10 11	6 10	0.31 1 6	0 D : 6	1	-			s, convei				_	uts,		1	24 5 1	In # .:		1 77:4 6
10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership of Borowative Security: Direct (D) or Indirect (I)	ve Owners Form ally Deriv Securing Direct or Incition(s)		derlying Derivative Security (Instr. 5)		7. Title and of Underlyi Securities (Instr. 3 and	Expiration Date of Uno (Month/Day/Year) Securi			Expi	vative rity or Exercise (Month/Day/Year) Execution Date, if Code Derivative		1. Title of Derivative Security (Instr. 3)							
					Amount or Number of Shares	Title	on T	Expiration Date	cisable I	e Exer	Date	(D)	(A)	V	Code					
D	D	I	0	\$ 0	3,750	Common Stock	C	<u>(4)</u> .	012(4)	18/20	01/1	3,750			M			01/18/2012	\$ 0 (3)	Restricted Stock Units
[		I I I I I I I I I I I I I I I I I I I	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	8. Price of Derivative Security (Instr. 5)	Amount or Number of Shares	51,  to the coquired to control n ficially Owners Title and of Underlyi Securities (Instr. 3 and	oond t required trees and the second trees are the	o response are no valid O of, or B tible see and	1,475 (2)  sons whis form rrently bisposed s, convert exercisable and pate that the property of the property o	Persion the a cu	or indi  Acquir  6. Da  Expi  (Mon	rities A warran umber vative urities uired or cosed D) ir. 3, 4, 5)	Seculs, 5. N of Deri Secular Acq (A) O Disp of (I (Inst and	ative uts,	Oeriva ransaca ode nstr. 8	ble II -	Table  3A. Deemed Execution Date any	3. Transaction Date (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security	Reminder: Re  I. Title of Derivative Security (Instr. 3)  Restricted Stock

### **Reporting Owners**

Panauting Owney Name / Adduses	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
KILROY THOMAS M INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			Sr VP, GM Sales & Mktg Grp				

#### **Signatures**

Signature of Reporting Person	Date
Signature of Reporting Leison	

### **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) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (4) 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.

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.