

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

OMB APPROVAL
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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).

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

| (Finit of Type | e Responses) | | | | | | | | | | | | | | | |
|---|---|--|---|---|------|---------------------------------|---|------------------------|----------------------------|------------------------------|---|--|--------------|--|--------------------|--|
| Name and Address of Reporting Person * Shenoy Navin | | | | 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 | | | | |
| (Last) (First) (Middle) C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD. | | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/17/2018 | | | | | | | | X_ Officer (give title below) Other (specify below) EVP, GM - Data Center Group | | | | |
| (Street) SANTA CLARA, CA 95054 | | | | 4. If Amendment, Date Original Filed(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 | | | | | |
| (City |) | (State) | (Zip) | | | | Tabl | e I - Non | -Derivat | ive Securit | ties Acqui | ired, Dispose | d of, or Ben | eficially Owne | d | |
| (Instr. 3) Date | | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, i any (Month/Day/Year | | Date, if | (Instr. 8) | | or Disp | posed of (D 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | Ownership Form: | 7. Nature of Indirect Beneficial Ownership |
| | | | , , | | | Cod | le V | Amoui | (A) or nt (D) | Price | , | | | or Indirect (Instr. 4) (I) (Instr. 4) | | |
| Common | Stock | | 12/17/2018 | | | | M | - | 16,96 | 2 A (| <u>1).</u> | 66,871 | | D | | |
| Common Stock 12/17/2018 | | | 12/17/2018 | | | F | | 8,410 | D \$ | 7.535 | 58,461 | | D | | | |
| Common Stock 12/ | | | 12/18/2018 | | | S | | 8,552 (<u>2</u>). | D 4 | 7.9273 3). | 49,909 | | | D | | |
| Reminder: R | eport on a sep | parate line for each o | class of securities be | neficiall | y ow | ned di | rectly or | Per this | sons w | | uired to | respond un | | ion contained orm displays | | 1474 (9-02) |
| | | | Table II | | | | | • | - | l of, or Ben ertible secu | • | Owned | | | | |
| 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. 5. Transaction Code Se (Instr. 8) Ac or of (Ir | | 5. Nu Deriv Secur Acqu | mber of ative ities ired (A) sposed) . 3, 4, | 6. Date Expirati | | ercisable and Date | | and Amount erlying ies and 4) | | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | | Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Ex | ercisable | Expiration Date | n Title | Amount or Number of Shares | | (Instr. 4) | (Instr. 4) | |
| Restricted Stock | <u>(1)</u> | 12/17/2018 | | М | | | 16,962 | 03/15/ | 2018 ^(<u>4</u>) | <u>(4)</u> | Comn | 116 967 | (1) | 67,846 | D | |

| Denouting Owner Name / Adduces | Relationships | | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Shenoy Navin C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | | | EVP, GM - Data Center Group | | | | |

Signatures

| /s/ Brian Petirs, attorney-in-fact | 12/19/2018 | | |
|------------------------------------|------------|--|--|
| 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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (2) This transaction was made pursuant to trading instructions adopted by the reporting person on October 29, 2018 that are intended to comply with Rule 10b5-1(c).
- (3) This transaction was executed in multiple trades at prices ranging from \$47.40 to \$48.32. 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.
- (4) Unless earlier forfeited under the terms of the RSU, 1/8th of the awards vest and convert into common stock in eight substantially equal quarterly tranches, beginning on March 15, 2018. If the quarterly vesting date falls on a non-business date, 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.