

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
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## 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

(Print or Type Responses)

|  |  |   |  |   |  |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person *<br><b>BRYANT ANDY D</b>                  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>INTEL CORP [INTC]</b>                 |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chairman</b> |  |
| (Last) (First) (Middle)<br><b>C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/25/2019</b>                   |  |   |  |
| (Street)<br><b>SANTA CLARA, CA 95054</b>   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)   |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |   |  |

| 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                          |
| Common Stock                    | 02/25/2019                           |  | M                              |   | 22,763  | A          | (1)   | 463,874 (2)  | D   |                                |
| Common Stock                    | 02/25/2019                           |  | F                              |   | 11,029  | D          | \$ 53.235   | 452,845  | D   |                                |
| Common Stock                    | 02/26/2019                           |  | S                              |   | 11,734 (3)  | D          | \$ 53.0284 (4)  | 441,111  | D   |                                |
| Common Stock                    |                                      |  |                                |   |   |            |   | 3,558.973  | I   | By Employee Benefit Plan Trust |
| Common Stock                    |                                      |  |                                |   |   |            |   | 1,148  | I   | Joint Account with Spouse      |

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

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**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 |  |  |  |  |
| Performance-based Restricted Stock Units   | (1)  | 02/25/2019                           |  | M                              |   | 27,880  | 02/25/2019(2)  | (3) | Common Stock  | 27,880 (6)      | (1)  | 0  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| BRYANT ANDY D<br>C/O INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD<br>SANTA CLARA, CA 95054 | X             |           | Chairman |       |

# Signatures

/s/ Brian Petirs, attorney-in-fact

02/27/2019

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).

- Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 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 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 performance 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.
- (1) Includes 518 shares acquired under the Company's Employee Stock Purchase Plan on February 19, 2019.
  - (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 \$52.93 to \$53.19. 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 performance-based RSU, each performance-based RSU vests and converts into no more than 200% of one 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.
  - (5) Due to a limitation in the filing software, the total number of shares of Common Stock received was 22,763, as reported above in Table I. The conversion rate of the Performance-based Restricted Stock was 75.746%. Upon conversion of the RSUs, the Reporting Person received 21,117 shares of Common Stock. Upon conversion of \$76,707.50 in dividend equivalents, the Reporting person received an additional 1,646 shares of Common Stock.
  - (6)

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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