**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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1. Name and Address of Reporting Person

   Schell Christoph

   (Last) (First) (Middle)
   C/O INTEL CORPORATION
   2200 MISSION COLLEGE BLVD.
   SANTA CLARA CA 95054

2. Issuer Name and Ticker or Trading Symbol

   INTEL CORP [ INTC ]

3. Date of Earliest Transaction (Month/Day/Year)

   02/29/2024

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 4)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 5) (A)</th>
<th>Amount or Price (Instr. 6)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>02/29/2024</td>
<td></td>
<td>A</td>
<td>86,997</td>
<td>86,997</td>
</tr>
<tr>
<td>Performance Stock Units</td>
<td>02/29/2024</td>
<td></td>
<td>A</td>
<td>130,496</td>
<td>130,496</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 4)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 5) (A, D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td></td>
<td>02/29/2024</td>
<td></td>
<td>A</td>
<td>86,997</td>
<td>Common Stock</td>
<td>86,997</td>
<td></td>
</tr>
<tr>
<td>Performance Stock Units</td>
<td></td>
<td>02/29/2024</td>
<td></td>
<td>A</td>
<td>130,496</td>
<td>Common Stock</td>
<td>130,496</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each restricted stock unit (RSU) represents the right to receive, following vesting, one share of Intel common stock.
2. Unless earlier forfeited under the terms of the RSUs, the RSUs will vest in three equal annual installments of Intel common stock 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.
3. Each performance stock unit (PSU) represents the right to receive, following vesting, up to 200% of one share of Intel common stock. The number of shares of Intel common stock acquired upon vesting of the PSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Talent and Compensation Committee, over a three-year performance period beginning with the first day of the fiscal year of the grant date and ending on the last day of the fiscal year of the second anniversary of the grant date.
4. Unless earlier forfeited under the terms of the PSU, each PSU vests and converts into no more than 200% of one share of Intel common stock on January 31, 2027, unless that date falls on a non-business date, in which case the next business date shall apply.

/s/ Julie Kwok, attorney-in-fact 03/04/2024
**Signature of Reporting Person**

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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 Number.