INTEL CORP Form 4 January 28, 2015

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Stacy J

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Middle)

INTEL CORP [INTC]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

C/O INTEL CORPORATION, 2200

01/24/2015

Director 10% Owner X_ Officer (give title _ Other (specify

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

MISSION COLLEGE BLVD.

below) Exec VP and CFO

(Street)

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

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie omr Dispose (Instr. 3, 4	d of (L))	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)
Common Stock	01/24/2015		M	149,280 (1)	A	\$ 0	358,164	D	
Common Stock	01/24/2015		F	74,897 (2)	D	\$ 35.935	283,267	D	
Common Stock	01/24/2015		M	4,199 (1)	A	\$ 0	287,466	D	
Common Stock	01/24/2015		F	2,192 (2)	D	\$ 35.935	285,274	D	
Common Stock	01/24/2015		M	5,343 (1)	A	\$ 0	290,617	D	

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Common Stock 01/24/2015 F $2,788 \frac{(2)}{2}$ D 35.935 287,829 D

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

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SEC 1474

(9-02)

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

	•	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of onDerivative 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 o Underlying Securities (Instr. 3 and 4)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Res Stoo Uni		\$ 0 (3)	01/24/2015		M		149,280	01/24/2014(4)	<u>(4)</u>	Common Stock	149,28
Res Stoo Uni		\$ 0 (3)	01/24/2015		M		4,199	04/24/2012(5)	<u>(5)</u>	Common Stock	4,199
Res Stoo Uni		\$ 0 (3)	01/24/2015		M		5,343	04/24/2013(6)	<u>(6)</u>	Common Stock	5,343

Reporting Owners

Reporting Owner Name / Address	Relationships						
, J	Director	10% Owner	Officer	Other			
Smith Stacy J			E				
C/O INTEL CORPORATION			Exec				
2200 MISSION COLLEGE BLVD.			VP and				
SANTA CLARA, CA 95054			CFO				

Signatures

/s/ Wendy Yemington,
attorney-in-fact

**Signature of Reporting Person

Date

Reporting Owners 2

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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.
- Unless earlier forfeited under the terms of the RSU, 20% of the awards vest and convert into common stock on the 2nd anniversary of the grant date, 40% of the awards vest and convert into common stock on the 3rd anniversary of the grant date, 40% of the awards vest and convert into common stock on the 4th anniversary of the grant date, unless any vesting date falls on a non-business date, in which case the next business date shall apply.
- Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2013. 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.