

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  
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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O INTEL CORPORATION, 2200  
MISSION COLLEGE BLVD.

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

INTEL CORP [INTC]

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

01/24/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Exec VP and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/24/2015                              |                                                             | M                                    | (A)<br>or<br>(D)<br>Amount<br>(1)<br>149,280                            | Price<br>\$ 0                                                                                                      | 358,164                                                                 | D                                                                 |
| Common<br>Stock                       | 01/24/2015                              |                                                             | F                                    | (2)<br>74,897                                                           | \$<br>35.935                                                                                                       | 283,267                                                                 | D                                                                 |
| Common<br>Stock                       | 01/24/2015                              |                                                             | M                                    | (1)<br>4,199                                                            | \$ 0                                                                                                               | 287,466                                                                 | D                                                                 |
| Common<br>Stock                       | 01/24/2015                              |                                                             | F                                    | (2)<br>2,192                                                            | \$<br>35.935                                                                                                       | 285,274                                                                 | D                                                                 |
| Common<br>Stock                       | 01/24/2015                              |                                                             | M                                    | (1)<br>5,343                                                            | \$ 0                                                                                                               | 290,617                                                                 | D                                                                 |

|              |            |   |                      |   |           |         |   |
|--------------|------------|---|----------------------|---|-----------|---------|---|
| Common Stock | 01/24/2015 | F | 2,788 <sup>(2)</sup> | D | \$ 35.935 | 287,829 | D |
|--------------|------------|---|----------------------|---|-----------|---------|---|

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

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                           |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)                                                                 | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(3)</sup>                                                   | 01/24/2015                              |                                                             | M                                       |                                                                                                           | 149,280                                                        |                                                                     | 01/24/2014 <sup>(4)</sup> | <sup>(4)</sup>     | Common<br>Stock | 149,280                    |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(3)</sup>                                                   | 01/24/2015                              |                                                             | M                                       |                                                                                                           | 4,199                                                          |                                                                     | 04/24/2012 <sup>(5)</sup> | <sup>(5)</sup>     | Common<br>Stock | 4,199                      |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(3)</sup>                                                   | 01/24/2015                              |                                                             | M                                       |                                                                                                           | 5,343                                                          |                                                                     | 04/24/2013 <sup>(6)</sup> | <sup>(6)</sup>     | Common<br>Stock | 5,343                      |

## Reporting Owners

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

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

01/28/2015

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) 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.

(4) 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.

(5) 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.

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