

INTEL CORP  
Form 4  
July 28, 2015

**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, 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 \*  
**YOFFIE DAVID B**

(Last) (First) (Middle)

**C/O HARVARD BUSINESS SCHOOL, MORGAN HALL 225, SOLDIERS FIELD**

(Street)

**BOSTON, MA 02163**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INTEL CORP [INTC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/24/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	07/24/2015		M	1,067 (1) A \$ 0	37,104	D	
Common Stock	07/26/2015		M	1,434 (1) A \$ 0	38,538	D	
Common Stock	07/26/2015		M	1,588 (1) A \$ 0	40,126	D	
Common Stock	07/26/2015		M	4,754 (1) A \$ 0	44,880	D	
Common Stock					159,114	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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(9-02)

**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 Underlying Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/24/2015		M	1,067	07/24/2015 <sup>(3)</sup> - <sup>(3)</sup>	Common Stock
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/26/2015		M	1,434	07/26/2013 <sup>(3)</sup> - <sup>(3)</sup>	Common Stock
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/26/2015		M	1,588	07/26/2014 <sup>(3)</sup> - <sup>(3)</sup>	Common Stock
Performance-based Restricted Stock Units	\$ 0 <sup>(4)</sup>	07/26/2015		M	3,023	07/26/2015 <sup>(5)</sup> - <sup>(5)</sup>	Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

YOFFIE DAVID B  
C/O HARVARD BUSINESS SCHOOL  
MORGAN HALL 225, SOLDIERS FIELD  
BOSTON, MA 02163

X

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

07/28/2015

\_\_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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
  - (3) Unless earlier forfeited under the terms of the RSU, 33 1/3% of the awards vest and convert into common stock on each anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.  
  
Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% and no more than 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 period beginning January 24, 2012 and ending on January 24, 2015, 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.
  - (4) Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 50% and no more than 200% of one share of Intel common stock three years 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 4,754, as reported above in Table I.
  - (6) The conversion rate of the Performance-based Restricted Stock was 146.21%. Upon conversion of the RSUs, the Reporting Person received an additional 1,396 shares of Common Stock. Upon conversion of \$12,063.87 in dividend equivalents, the Reporting person received an additional 335 shares of Common Stock.

### Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

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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