

INTEL CORP  
Form 4  
April 25, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GELSINGER PATRICK P**

(Last) (First) (Middle)

**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)  
**04/21/2006**

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)  
**SR VICE PRES DIG ENT GRP**

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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| COMMON                          | 04/21/2006                           |  | M                              |   | 150,000   | D  | \$ 11.93                          |
| COMMON                          | 04/21/2006                           |  | S                              |   | 150,000   | A  | \$ 19.07                          |
| COMMON                          |                                      |  |                                |   | 77,477  | I  |                                   |
| COMMON                          |                                      |  |                                |   | 4,869   | I  |                                   |
| COMMON                          |                                      |  |                                |   | 5,035   | I  |                                   |

Joint Tenant Self and Spouse  
Trust for Daughter

|        |       |   |                                |
|--------|-------|---|--------------------------------|
| COMMON | 6,269 | I | Trust for Son                  |
| COMMON | 6,409 | I | Trust for Son                  |
| COMMON | 1,168 | I | By Employee Benefit Plan Trust |

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.**

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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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|--|
|  |  |                                      |  |                                | V   | (A)     | (D)  | Date Exercisable |  |
| Employee Option (right to buy)             | \$ 11.93   | 04/21/2006                           |  | M                              |   | 150,000 | 09/18/2004   | 09/18/2006       | COM<br>STK   |
| Employee Option (right to buy)             | \$ 19.51   | 04/21/2006                           |  | A                              |   | 35,000  | 04/21/2007   | 04/21/2013       | COM<br>STK   |
| Employee Option (right to buy)             | \$ 19.51   | 04/21/2006                           |  | A                              |   | 35,000  | 04/21/2008   | 04/21/2013       | COM<br>STK   |
| Employee Option (right to buy)             | \$ 19.51   | 04/21/2006                           |  | A                              |   | 35,000  | 04/21/2009   | 04/21/2013       | COM<br>STK   |
| Employee Option (right to buy)             | \$ 19.51   | 04/21/2006                           |  | A                              |   | 35,000  | 04/21/2010   | 04/21/2013       | COM<br>STK   |

buy)

|                        |     |            |   |       |                           |                           |            |
|------------------------|-----|------------|---|-------|---------------------------|---------------------------|------------|
| Restricted Stock Units | (2) | 04/21/2006 | A | 3,000 | 04/21/2007 <sup>(3)</sup> | 04/21/2007 <sup>(3)</sup> | COM<br>STK |
| Restricted Stock Units | (2) | 04/21/2006 | A | 3,000 | 04/21/2008 <sup>(3)</sup> | 04/21/2008 <sup>(3)</sup> | COM<br>STK |
| Restricted Stock Units | (2) | 04/21/2006 | A | 3,000 | 04/21/2009 <sup>(3)</sup> | 04/21/2009 <sup>(3)</sup> | COM<br>STK |
| Restricted Stock Units | (2) | 04/21/2006 | A | 3,000 | 04/21/2010 <sup>(3)</sup> | 04/21/2010 <sup>(3)</sup> | COM<br>STK |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| GELSINGER PATRICK P<br>INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054 |               |           | SR VICE<br>PRES DIG<br>ENT GRP |       |

## Signatures

PATRICK P.  
GELSINGER

04/24/2006

\*\*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) Includes 917 shares acquired under the Intel Corporation Stock Participation Plan during February 2006.
- (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, 25% of the award vests and converts into common stock on each anniversary of the grant date.

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.