

Smith Stacy J
 Form 4
 April 20, 2010

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 *
 Smith Stacy J

(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)
 04/16/2010

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 VP, Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/16/2010		M		67,500 A \$ 19.51	92,522 ⁽¹⁾	D
Common Stock	04/16/2010		M		45,000 A \$ 20.749	137,522	D
Common Stock	04/16/2010		M		30,735 A \$ 15.665	168,257	D
Common Stock	04/16/2010		S		159,935 D \$ 23.926	8,322 ₍₂₎	D
Common Stock	04/19/2010		M		8,375 ⁽³⁾ A \$ 0	16,697	D

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Common Stock	04/19/2010	F	3,910 ⁽⁴⁾	D	\$ 23.79	12,787	D
Common Stock	04/19/2010	M	5,750 ⁽³⁾	A	\$ 0	18,537	D
Common Stock	04/19/2010	F	2,685 ⁽⁴⁾	D	\$ 23.79	15,852	D

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

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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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.51	04/16/2010		M	67,500	04/21/2007 ⁽⁵⁾	04/21/2013	Common Stock	67,500
Employee Stock Option (Right to Buy)	\$ 20.7494	04/16/2010		M	45,000	10/14/2007 ⁽⁶⁾	10/14/2011	Common Stock	45,000
Employee Stock Option (Right to Buy)	\$ 15.665	04/16/2010		M	30,735	04/16/2010 ⁽⁵⁾	04/16/2016	Common Stock	30,735
Restricted Stock Units	\$ 0 ⁽⁷⁾	04/19/2010		M	8,375	04/17/2009 ⁽⁸⁾	⁽⁸⁾	Common Stock	8,375
Restricted Stock	\$ 0 ⁽⁷⁾	04/19/2010		M	5,750	04/19/2008 ⁽⁸⁾	⁽⁸⁾	Common Stock	5,750

