

INTEL CORP  
Form 4  
January 26, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HOLT WILLIAM M**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/22/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Exec VP GM, Tech & Mfg Grp**

**SANTA CLARA, CA 95054**  
  
(City) (State) (Zip)

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

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 (A) or (D) Price		
Common Stock	01/22/2015		M		9,250 (1) A \$ 0	D	
Common Stock	01/22/2015		F		4,713 (2) D \$ 36.57	D	
Common Stock	01/22/2015		M		65,000 A \$ 20.3	D	
Common Stock	01/22/2015		S		65,000 (3) D \$ 36.6478 (4)	D	
Common Stock						I	By Employee
					2.824 (5)		

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 and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/22/2015		M	9,250	01/22/2015 <sup>(7)</sup> - <sup>(7)</sup>	Common Stock	9,250
Employee Stock Option (Right to Buy)	\$ 20.3	01/22/2015		M	65,000	01/22/2015 - 01/22/2020	Common Stock	65,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLT WILLIAM M C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			Exec VP GM, Tech & Mfg Grp	

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

01/26/2015

        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) This transaction was made pursuant to trading instructions adopted by the undersigned on April 25, 2013 that are intended to comply with Rule 10b5-1(c).

This transaction was executed in multiple trades at prices ranging from \$36.16 to \$36.90. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) Includes .017 shares acquired via dividend reinvestment in December 2014.

(6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

(7) Unless earlier forfeited under the terms of the RSU, 100% of the awards vest and convert into common stock on the 5th anniversary of the grant date, unless that date falls on a non-business date, in which case 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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