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INTEL CORP Form 4 January 21, 2003

FORM 4

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

OMB APPROVAL

_ 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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Address of Reporting Person*					Name and			Person(s)	` /				
OTELLINI, PAUL S. (Last) (First) (Middle) INTEL CORPORATION 2200 MISSION COLLEGE BLVD.				porti	dentification ing Person, y (voluntar	,	i	4. Statement for Month/Day/Year 1/16/03	X Director 10% Own X Officer Other (spe	to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) PRESIDENT and CHIEF OPERATING OFFICER			
(Street) SANTA CLARA, CA 95052							:	5. If Amendment, Date of Original (Month/Day/Year)	7. Individu (Check Ap X Form fil Person	dual or Joint/Group Filing Applicable Line) filed by One Reporting filed by More than One			
(City	y) (State)	(Zip)		Tal	ble I Noi	n-Der	ivative S	Securities Acquired,	Acquired, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/	tion Execution ate Date, Ionth/ if any ay/ (Month/Day/	action Code	Code (Instr. 3, 4 & 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Follow- ing Reported	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Year)	Year)				or (D)		Transactions(s) (Instr. 3 & 4)	(Instr. 4)				
COMMON	1/16/03		M		500,000	_ /	\$3.4	1					
COMMON	1/16/03		S		50,000	D	\$17.32	2					
COMMON	1/16/03		S		50,000	D	\$17.30	0					
COMMON	1/16/03		S		23,000	D	\$17.2	5					
COMMON	1/16/03		S		10,000	D	\$17.2	1					
COMMON	1/16/03		S		141,000	D	\$17.20	0					
COMMON	1/16/03		S		60,000	D	\$17.19	9					
COMMON	1/16/03		S		60,000	D	\$17.18	8					

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COMMON	1/16/03	S	20,000	D	\$17.17			
COMMON	1/16/03	S	36,000	D	\$17.16			
COMMON	1/16/03	S	50,000	D	\$17.15	388,787(1)	D	
COMMON						2,609	I	(2)
COMMON						1,282	I	(3)
COMMON						700	I	BY SELF FOR DAUGHTER

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Security Price of Date Price of Date Price of Date Price of Date (Instr. 3) Derivative Securities Securities Securities Securities (Month/Day/ Year) Part Price of Date Securities Securities Securities Securities Acquired Acquired (Instr. 4) Pay/ Year) Part Price of Date Securities Securities Securities Acquired (Instr. 4) Pay/ Year) Part Price of Date Securities Acquired (Instr. 4) Pay/ Year) Part Price of Date Securities Acquired (Instr. 4) Pay/ Year) Part Price of Date Securities Acquired (Instr. 4) Pay/ Year) Part Price of Date Securities Acquired (Instr. 4) Pay/ Year) Part Price of Date Securities (Month/Day/ Year) Part Price of Date Securities (Instr. 3 & 4) Part Price of Date Securities (Instr. 4) Pay/ Part Price of Date Securities (Instr. 4) Pay/ Part Price of Date Securities (Instr. 4) Pay/ Part Price of Date Securities (Instr. 4) Pay Part Price of Date Securities (Instr. 4) Pay Part Price of Date Securities (Instr. 5) Part Price of Date Securities (Instr. 4) Pay Part Price of Date Price			(6	.g., puts,	calls,	wai	railts,	opuons, co	nveru	Die securi	ues)				
Security Price of Date Price o			3.	3A.	4.	5. N	umber	6. Date Exercisable					9. Number of	10.	11. Nat
Price of Derivative Derivative Derivative Security Month/ Day/ Year	Derivative	sion or	Trans-	Deemed	Trans-	of		and Expiration		of Underlyi	ng	Derivative	Derivative	Owner-	of India
Code V Code Code V Co	Security	Exercise	action	Execution	action	Deri	vative	Date		Securities		Security		ship	Benefic
Security Month/ Day/ Year Month/ Day/ Year Month/ Day/ Year Normalized Month/ Day/ Port Normalized Norm		Price of	Date	Date,	Code	Secu	ırities	(Month/Day/		(Instr. 3 & 4)		(Instr. 5)	Beneficially	Form	Owners
Day/ Year Day/ Year Pay	(Instr. 3)	Derivative		if any		Acq	uired	Year)						of Deriv-	(Instr. 4
Year		Security	(Month/	(Month/	(Instr.								Following		
Code V (A) (D) Date Expiration Date Expiration Date Expiration Shares			-	-	8)	Disp	osed of						Reported	Security:	
Code V (A) (D) Date Expiration Date Expiration Date Expiration Shares			Year)	Year)		(D)							Transaction(s)	Direct	
M 120,000 7/13/98 7/13/03 COM.STK 380,000 3,445,586 D Indirect (I) (Instr. 4) Indirect (In													(Instr. 4)	(D)	
Code V (A) (D) Date Expiration Date Shares Expragion Date Expiration Date Shares Expiration Date Expiration Date Shares Expiration Date						(Ins	tr. 3, 4							1	
Employee \$3.41 1/16/03 M 120,000 7/13/97 7/13/03 COM.STK 120,000 Stock Option (right to buy) Employee \$3.41 1/16/03 M 380,000 7/13/98 7/13/03 COM.STK 380,000 3,445,586 D Stock Option (right to cright to buy)						& 5))							Indirect	
Employee Stock Option (right to Option (Code V	(A)	(D)	Date	Expira-	Title	Amount			` /	
Employee Stock Option (right to buy)						. ,			-					(Instr. 4)	
Employee Stock Option (right to buy)									Date		Number				
Employee Stock Option (right to buy)											of				
Stock Option (right to buy) Employee \$3.41 1/16/03 M 380,000 7/13/98 7/13/03 COM.STK 380,000 3,445,586 D Stock Option (right to											Shares				
Option (right to buy) Employee \$3.41 1/16/03 M 380,000 7/13/98 7/13/03 COM.STK 380,000 3,445,586 D Stock Option (right to	Employee	\$3.41	1/16/03		M		120,000	7/13/97	7/13/03	COM.STK	120,000				
(right to buy) M 380,000 7/13/98 7/13/03 COM.STK 380,000 3,445,586 D Stock Option (right to Option (right to) Total control of the control of	Stock														
buy) Buy) M 380,000 7/13/98 7/13/03 COM.STK 380,000 3,445,586 D Stock Option (right to 0 <	Option														
Employee \$3.41 1/16/03 M 380,000 7/13/98 7/13/03 COM.STK 380,000 3,445,586 D Stock Option (right to	(right to														
Stock Option (right to	buy)														
Stock Option (right to	Employee	\$3.41	1/16/03		M		380,000	7/13/98	7/13/03	COM.STK	380,000		3,445,586	D	
Option (right to	Stock						•								
(right to	Option														
	buy)														

Explanation of Responses:

- (1) INCLUDES 1.347 SHARES ACQUIRED IN DECEMBER 2002 IN THE DIVIDEND REINVESTMENT PLAN.
- (2) BY EMPLOYEE BENEFIT PLAN TRUST.
- (3) BY EMPLOYEE BENEFIT PLAN TRUST (SPOUSE).

By: /s/ PAUL S. OTELLINI

<u>1/17/03</u>

Date

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

^{**}Signature of Reporting Person

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**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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