

Smith Stacy J
Form 4
November 02, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Stacy J

(Last) (First) (Middle)

INTEL CORPORATION, 2200
MISSION CLOLLGE 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)

10/31/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
COMMON	10/31/2007		M	V Amount (D) Price 10,400 A \$ 19	17,645	D	
COMMON	10/31/2007		S	10,400 D \$ 26.68	7,245	D	
COMMON	10/31/2007		M	24,235 A \$ 20.23	31,480	D	
COMMON	10/31/2007		S	24,235 D \$ 26.68	7,245	D	
COMMON	10/31/2007		M	20,800 A \$ 18.63	28,045	D	
COMMON	10/31/2007		S	20,800 D	7,245	D	

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\$
26.68

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee (right to buy)	\$ 19	10/31/2007		M	10,400	04/14/2003	04/14/2008	COM.STK	10,400
Employee (right to buy)	\$ 20.23	10/31/2007		M	6,058	11/25/2003	11/25/2012	COM.STK	6,058
Employee (right to buy)	\$ 20.23	10/31/2007		M	6,058	11/25/2004	11/25/2012	COM.STK	6,058
Employee (right to buy)	\$ 20.23	10/31/2007		M	6,058	11/25/2005	11/25/2012	COM.STK	6,058
Employee (right to buy)	\$ 20.23	10/31/2007		M	6,061	11/25/2006	11/25/2012	COM.STK	6,061
Employee (right to buy)	\$ 18.63	10/31/2007		M	5,200	04/22/2004	04/22/2013	COM.STK	5,200
Employee (right to buy)	\$ 18.63	10/31/2007		M	5,200	04/22/2005	04/22/2013	COM.STK	5,200
Employee (right to buy)	\$ 18.63	10/31/2007		M	5,200	04/22/2006	04/22/2013	COM.STK	5,200

Employee

(right to

\$ 18.63

10/31/2007

M

5,200

04/22/2007

04/22/2013

COM.STK

5,20

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Stacy J INTEL CORPORATION 2200 MISSION CLOLLEGE BLVD. SANTA CLARA, CA 95054			Chief Financial Officer	

Signatures

Stacy Smith

11/01/2007

__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) Mr. Smith holds 36,500 restricted stock units.

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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