

INTEL CORP  
Form 4  
January 26, 2009

**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)

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)  
**01/23/2009**

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, GM 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Amount		
				Code	V		
							Price
Common Stock					142,988	D	
Common Stock					1,500	I	By Charitable Remainder Trust
Common Stock					1,244.593	I	By Employee Benefit Plan Trust
					761	I	

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Common Stock						By Irrevocable Living Trust
Common Stock				75,462	I	By Trust For Spouse
Common Stock				2,705	I	Trust - Son
Common Stock				2,705	I	Trust - Son 2
Common Stock				1,971	I	Trust - Son 3
Common Stock				4,205	I	UTMA - Daughter
Common Stock				2,040	I	UTMA - Son
Common Stock				1,700	I	UTMA - Son 2
Common Stock				1,500	I	UTMA - Son 3

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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**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)	\$ 12.985	01/23/2009		A	65,000	01/23/2014	01/23/2019	Common Stock	65,000
	\$ 0 <sup>(2)</sup>	01/23/2009		A	9,250	01/23/2014 <sup>(3)</sup>	<sup>(3)</sup>		9,250

Restricted  
Stock  
Units

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GELSINGER PATRICK P 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054			SR VP, GM DIG ENT GRP	

## Signatures

/s/ Wendy  
Yemington 01/26/2009

\_\_Signature of                      Date  
Reporting Person

## 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).
- Column 9 reports the number of shares underlying the option or RSU that is the subject of the transaction reported on this Form 4.
- (1) Previously, the Reporting Person's Forms 4 reported the aggregate number of shares subject to all options or RSUs held. As of the date of this Report and after taking into account the transaction(s) reported on this Form 4, the Reporting Person held options covering an aggregate of 1,675,246 shares and RSUs of 62,125 shares of Intel common stock.
  - (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, 100% of the award vests and converts 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. 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.