

INTEL CORP  
Form 4  
January 28, 2015

**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 \*  
**HOLT WILLIAM M**

(Last) (First) (Middle)

**C/O 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)  
**01/24/2015**

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)  
**Exec VP GM, Tech & Mfg 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/24/2015		M		74,640 <sup>(1)</sup>	A	\$ 0 88,410 D
Common Stock	01/24/2015		F		38,030 <sup>(2)</sup>	D	\$ 35.935 50,380 D
Common Stock	01/24/2015		M		3,191 <sup>(1)</sup>	A	\$ 0 53,571 D
Common Stock	01/24/2015		F		1,626 <sup>(2)</sup>	D	\$ 35.935 51,945 D
Common Stock	01/24/2015		M		4,452 <sup>(1)</sup>	A	\$ 0 56,397 D

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Common Stock	01/24/2015	F	2,269 <sup>(2)</sup>	D	\$ 35.935	54,128	D	
Common Stock	01/26/2015	M	39,595	A	\$ 21.085	93,723	D	
Common Stock	01/26/2015	M	7,820	A	\$ 26.795	101,543	D	
Common Stock	01/26/2015	M	67,205	A	\$ 21.055	168,748	D	
Common Stock	01/26/2015	S	114,620 <sup>(3)</sup>	D	\$ 35.7737 <sup>(4)</sup>	54,128	D	
Common Stock	01/27/2015	S	40,358 <sup>(3)</sup>	D	\$ 34.1808 <sup>(5)</sup>	13,770	D	
Common Stock						2.824	I	By Employee Benefit Plan Trust

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/24/2015		M	74,640	01/24/2014 <sup>(7)</sup>	<sup>(7)</sup>	Common Stock	74,640
Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/24/2015		M	3,191	04/24/2012 <sup>(8)</sup>	<sup>(8)</sup>	Common Stock	3,191
	\$ 0 <sup>(6)</sup>	01/24/2015		M	4,452	04/24/2013 <sup>(9)</sup>	<sup>(9)</sup>		4,452

Restricted Stock Units								Common Stock	
Employee Stock Option (Right to Buy)	\$ 21.085	01/26/2015	M	39,595	01/24/2012 <sup>(10)</sup>	01/24/2018		Common Stock	39,595
Employee Stock Option (Right to Buy)	\$ 26.795	01/26/2015	M	7,820	01/24/2013 <sup>(10)</sup>	01/24/2019		Common Stock	7,820
Employee Stock Option (Right to Buy)	\$ 21.055	01/26/2015	M	67,205	01/24/2014 <sup>(10)</sup>	01/24/2020		Common Stock	67,205

## 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

01/28/2015

\*\*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) Transactions reported on this Form 4 were 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 \$35.575 to \$36.20. 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) This transaction was executed in multiple trades at prices ranging from \$33.57 to \$34.68. 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.

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- (6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- Unless earlier forfeited under the terms of the RSU, 20% of the awards vest and convert into common stock on the 2nd anniversary of the grant date, 40% of the awards vest and convert into common stock on the 3rd anniversary of the grant date, 40% of the awards vest and convert into common stock on the 4th anniversary of the grant date, unless any vesting date falls on a non-business date, in which case the next business date shall apply.
- (7) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (8) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2013. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (9) The option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (10)

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.