

INTEL CORP
Form 5
February 10, 2009

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BAKER ROBERT JAYMES

(Last) (First) (Middle)

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/27/2008

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 TECH & MFG GRP

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2008	^	J	(A) or (D) Amount 127,744 (1) Price \$ 0	140,473	D	^
Common Stock	^	^	^	^	1,538.528	I	By Employee Benefit Plan Trust
Common Stock - Former	^	^	^	^	127,744	I	By Former Spouse

Spouse

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

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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 Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 30.7032	11/26/2008	Â	J	Â	9,900	04/13/2004	04/13/2009	Common Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 30.7032	11/26/2008	Â	J	9,900 (2)	Â	04/13/2004	04/13/2009	Common Stock
Employee Stock Option (Right to Buy)	\$ 61.1875	11/26/2008	Â	J	Â	16,200	04/25/2005	04/25/2010	Common Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 61.1875	11/26/2008	Â	J	16,200 (2)	Â	04/25/2005	04/25/2010	Common Stock
Employee Stock Option (Right to Buy)	\$ 25.6875	11/26/2008	Â	J	Â	565	03/21/2002 ⁽³⁾	03/21/2011	Common Stock
	\$ 25.6875	11/26/2008	Â	J	565 (2)	Â	03/21/2002 ⁽³⁾	03/21/2011	

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Employee Stock Option (Right to Buy) - Former Spouse										Common Stock
Employee Stock Option (Right to Buy)	\$ 25.6875	11/26/2008	Â	J	Â	5,863	03/21/2002 ⁽³⁾	03/21/2011		Common Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 25.6875	11/26/2008	Â	J	<u>5,863</u> ⁽²⁾	Â	03/21/2002 ⁽³⁾	03/21/2011		Common Stock
Employee Stock Option (Right to Buy)	\$ 24.225	11/26/2008	Â	J	Â	21,600	04/10/2006	04/10/2011		Common Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 24.225	11/26/2008	Â	J	<u>21,600</u> ⁽²⁾	Â	04/10/2006	04/10/2011		Common Stock
Employee Stock Option (Right to Buy)	\$ 24.365	11/26/2008	Â	J	Â	21,600	04/13/2007	10/31/2011		Common Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 24.365	11/26/2008	Â	J	<u>21,600</u> ⁽²⁾	Â	04/13/2007	10/31/2011		Common Stock
Employee Stock Option (Right to	\$ 30.495	11/26/2008	Â	J	Â	15,000	03/26/2008 ⁽⁴⁾	03/26/2012		Common Stock

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Buy)										
Employee Stock Option (Right to Buy) - Former Spouse	\$ 30.495	11/26/2008	Â	J	15,000 (2)	Â	03/26/2008 ⁽⁴⁾	03/26/2012	Common Stock	
Employee Stock Option (Right to Buy)	\$ 29.325	11/26/2008	Â	J	Â	17,100	04/09/2004 ⁽⁵⁾	04/09/2012	Common Stock	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 29.325	11/26/2008	Â	J	17,100 (2)	Â	04/09/2004 ⁽⁵⁾	04/09/2012	Common Stock	
Employee Stock Option (Right to Buy)	\$ 20.23	11/26/2008	Â	J	Â	283	11/25/2003 ⁽⁶⁾	11/25/2012	Common Stock	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 20.23	11/26/2008	Â	J	283 (2)	Â	11/25/2003 ⁽⁶⁾	11/25/2012	Common Stock	
Employee Stock Option (Right to Buy)	\$ 20.23	11/26/2008	Â	J	Â	33,081	11/25/2003 ⁽⁷⁾	11/25/2012	Common Stock	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 20.23	11/26/2008	Â	J	33,081 (2)	Â	11/25/2003 ⁽⁷⁾	11/25/2012	Common Stock	
Employee Stock Option	\$ 20.23	11/26/2008	Â	J	Â	7,500	11/25/2007	11/25/2012	Common Stock	

(Right to Buy)										
Employee Stock Option (Right to Buy) - Former Spouse	\$ 20.23	11/26/2008	Â	J	<u>7,500</u> (2)	Â	11/25/2007	11/25/2012	Common Stock	
Employee Stock Option (Right to Buy)	\$ 18.63	11/26/2008	Â	J	Â	63,600	04/22/2004	04/22/2013	Common Stock	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 18.63	11/26/2008	Â	J	<u>63,600</u> (2)	Â	04/22/2004	04/22/2013	Common Stock	
Employee Stock Option (Right to Buy)	\$ 26.995	11/26/2008	Â	J	Â	30,000	04/15/2005	04/15/2014	Common Stock	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 26.995	11/26/2008	Â	J	<u>30,000</u> (2)	Â	04/15/2005	04/15/2014	Common Stock	
Employee Stock Option (Right to Buy)	\$ 23.16	11/26/2008	Â	J	Â	28,125	04/21/2006	04/21/2012	Common Stock	
Employee Stock Option (Right to Buy) - Former Spouse	\$ 23.16	11/26/2008	Â	J	<u>28,125</u> (2)	Â	04/21/2006	04/21/2012	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER ROBERT JAYMES INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	Ã	Ã	Ã SR VP, GM TECH & MFG GRP	Ã

Signatures

/s/ Wendy
Yemington

02/10/2009

__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) Number of shares held at the end of the period reflects the transfer on 12/16/08 of 127,744 shares of Common Stock to the reporting person's former spouse. This transfer is of economic benefit.
 - (2) Number of Derivative Securities held at the end of the period reflects the transfer on 11/26/08 of 304,917 Stock Options to the reporting person's former spouse. This transfer is of economic benefit.
 - (3) This option vests in two equal annual installments beginning on the first anniversary of the grant date.
 - (4) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
 - (5) This option vests in two installments of 39,000 beginning 4/09/04 and one installment of 18,000 on 4/08/05.
 - (6) This option vests in two annual installments of 235 on 11/25/2003 and 237 on 11/25/2006.
 - (7) This option vests in three annual installments of 27,567 beginning on 11/25/2003 and one installment of 27,570 on 11/25/2006.

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Remarks:

This Form 5 is one of two.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.