

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 *
James Renee Jo

(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)
President

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)
			Code	V	Amount or Price		
Common Stock	01/24/2015		M		149,280 (1)	A	\$ 0 165,231 D
Common Stock	01/24/2015		F		76,059 (2)	D	\$ 35.935 89,172 D
Common Stock	01/24/2015		M		4,199 (1)	A	\$ 0 93,371 D
Common Stock	01/24/2015		F		2,140 (2)	D	\$ 35.935 91,231 D
Common Stock	01/24/2015		M		5,343 (1)	A	\$ 0 96,574 D

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Common Stock	01/24/2015	F	2,723 ⁽²⁾	D	\$ 35.935	93,851	D
Common Stock	01/26/2015	M	39,595	A	\$ 21.085	133,446	D
Common Stock	01/26/2015	M	50,790	A	\$ 26.795	184,236	D
Common Stock	01/26/2015	M	80,645	A	\$ 21.055	264,881	D
Common Stock	01/26/2015	S	171,030 ⁽³⁾	D	\$ 35.775 ⁽⁴⁾	93,851	D
Common Stock	01/27/2015	S	75,280 ⁽³⁾	D	\$ 34.1815 ⁽⁵⁾	18,571	D

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0 ⁽⁶⁾	01/24/2015		M	149,280	01/24/2014 ⁽⁷⁾ ⁽⁷⁾	Common Stock 14
Restricted Stock Units	\$ 0 ⁽⁶⁾	01/24/2015		M	4,199	04/24/2012 ⁽⁸⁾ ⁽⁸⁾	Common Stock 4
Restricted Stock Units	\$ 0 ⁽⁶⁾	01/24/2015		M	5,343	04/24/2013 ⁽⁹⁾ ⁽⁹⁾	Common Stock 5
Employee Stock Option (Right to Buy)	\$ 21.085	01/26/2015		M	39,595	01/24/2012 ⁽¹⁰⁾ 01/24/2018	Common Stock 39

Employee

Stock

Option \$ 26.795 01/26/2015 M 50,790 01/24/2013⁽¹⁰⁾ 01/24/2019 Common Stock

(Right to Buy)

Employee

Stock

Option \$ 21.055 01/26/2015 M 80,645 01/24/2014⁽¹⁰⁾ 01/24/2020 Common Stock

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
James Renee Jo C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			President	

Signatures

/s/ Wendy Yemington, 01/28/2015
attorney-in-fact

**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 January 31, 2014 that are intended to comply with Rule 10b5-1(c).

This transaction was executed in multiple trades at prices ranging from \$35.575 to \$36.19. 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.
- (4) This transaction was executed in multiple trades at prices ranging from \$33.57 to \$34.69. 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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (6) 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)
- (9)

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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.

- (10) 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.

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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