

INTEL CORP
Form 4
July 27, 2016

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 *
BRYANT ANDY D

(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)

07/25/2016

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)

Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/25/2016		M		6,222 ⁽¹⁾	A \$ 0	399,557 D
Common Stock	07/25/2016		F		3,179 ⁽²⁾	D \$ 34.6625	396,378 D
Common Stock	07/25/2016		M		4,250 ⁽¹⁾	A \$ 0	400,628 D
Common Stock	07/25/2016		F		2,171 ⁽²⁾	D \$ 34.6625	398,457 D
Common Stock	07/25/2016		M		3,032 ⁽¹⁾	A \$ 0	401,489 D

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Common Stock	07/25/2016	F	1,549 ⁽²⁾	D	\$ 34.6625	399,940	D	
Common Stock	07/25/2016	M	203,160	A	\$ 26.795	603,100	D	
Common Stock	07/25/2016	M	241,935	A	\$ 21.055	845,035	D	
Common Stock	07/25/2016	S	445,095	D	\$ 34.6857 ⁽³⁾	399,940	D	
Common Stock						1,000	I	By Daughter
Common Stock						3,328.945 ⁽⁴⁾	I	By Employee Benefit Plan Trust
Common Stock						24,383	I	By Family Trust with Spouse as Trustee
Common Stock						1,600	I	By Son
Common Stock						1,148	I	Joint Account with Spouse

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock	\$ 0 ⁽⁵⁾	07/25/2016		M			6,222	04/23/2014 ⁽⁶⁾	⁽⁶⁾	Common Stock	6,

Units

Restricted Stock Units	\$ 0 ⁽⁵⁾	07/25/2016	M	4,250	04/23/2015 ⁽⁷⁾	⁽⁷⁾	Common Stock	4,
Restricted Stock Units	\$ 0 ⁽⁵⁾	07/25/2016	M	3,032	04/25/2016 ⁽⁸⁾	⁽⁸⁾	Common Stock	3,
Employee Stock Option (Right to Buy)	\$ 26.795	07/25/2016	M	203,160	01/24/2013 ⁽⁹⁾	01/24/2019	Common Stock	203
Employee Stock Option (Right to Buy)	\$ 21.055	07/25/2016	M	241,935	01/24/2014 ⁽⁹⁾	01/24/2020	Common Stock	241

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRYANT ANDY D C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	X		Chairman	

Signatures

/s/ Fernando Delmendo,
attorney-in-fact

07/27/2016

 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.

This transaction was executed in multiple trades at prices ranging from \$34.65 to \$34.71. 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) Includes 27.14 shares acquired via dividend reinvestment in June 2016.

(5) 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, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 23, 2014. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

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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
- (7) equal quarterly tranches, beginning on April 23, 2015. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

- Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially
- (8) equal quarterly tranches, beginning on April 25, 2016. 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.

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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