INTEL CORP Form 4 February 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Other (specify

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Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Donahoe John J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(Last)

(First)

(Middle)

INTEL CORP [INTC] 3. Date of Earliest Transaction

X_ Director 10% Owner

Officer (give title

(Month/Day/Year) 02/01/2017

C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.

(Street)

RN4-151

(Instr. 3)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SANTA CLARA, CA 95054

(City) (State) 1. Title of 2. Transaction Date 2A. Deemed Security

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

4. 5. Number Transaction of Derivative Expiration Date

6. Date Exercisable and

7. Title and Underlying

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(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0 (1)	02/01/2017		A	2,852	03/01/2020(2)(3)	(2)(3)	Commor Stock
Restricted Stock Units	\$ 0 (4)	02/01/2017		A	2,980	02/01/2018(2)(5)	(2)(5)	Commor Stock
Restricted Stock Units	\$ 0 (4)	02/01/2017		A	3,678	02/01/2018(2)(5)	(2)(5)	Commor Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director 10% Owner Of		Officer	Other		
ahoe John J						
INTEL CORPORATION	X					
) MISSION COLLEGE BLVD. RN4-151	Λ					
VTA CLARA, CA 95054						

Date

Signatures

Dona C/O 2 2200 SAN

/s/ Brian Petirs, attorney-in-fact 02/03/2017

**Signature of 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).
 - Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of Intel common stock. The number of shares of Intel common stock acquired upon vesting of the performance-based RSUs is contingent upon
- (1) the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- (2) The reporting person elected to defer settlement of his/her grant of restricted stock units until the termination of his/her service to the Intel Corporation Board of Directors.
- Unless earlier forfeited under the terms of the performance-based RSU, each performance-based RSU vests and converts into no more than 200% of one share of Intel common stock three years and one month after the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (4) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

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(5) Unless earlier forfeited under the terms of the RSU, 33 1/3% of the awards vest and convert into common stock on each 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.