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

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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 * Liu Tsu-Jae King

2. Issuer Name and Ticker or Trading Symbol

02/01/2017

5. Relationship of Reporting Person(s) to

Issuer

below)

INTEL CORP [INTC]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD., RN4-151

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Code

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Beneficially

SANTA CLARA, CA 95054

Security

(Instr. 3)

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

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Reported

Owned (I) Ownership (Instr. 4) Following (Instr. 4)

(D) or Indirect Beneficial

(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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 A Underlying Se

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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 4
				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)	(2)	Common Stock
Restricted Stock Units	\$ 0 (3)	02/01/2017		A	2,980	02/01/2018(4)	<u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

Liu Tsu-Jae King C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD., RN4-151 SANTA CLARA, CA 95054



Signatures

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

**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).
- 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.
- 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.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (4) 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.

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