

Shenoy Navin
Form 4
March 15, 2019

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 *
Shenoy Navin

(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)

03/13/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP, GM - Data Center Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(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
information contained in this form are not
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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Performance-Based Stock Units (PSUs)	<u>(1)</u>	03/13/2019	A		150,000		<u>(1)</u>	<u>(1)</u>	Common Stock	
Employee Stock Option (Right to Buy)	\$ 54.11	03/13/2019	A		600,000		<u>(2)</u>	03/13/2029	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shenoy Navin C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			EVP, GM - Data Center Group	

Signatures

/s/ Brian Petirs,
attorney-in-fact
03/15/2019

__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) Each PSU represents the right to receive, following vesting, up to 200% of one share of Intel common stock. Unless earlier forfeited under the terms of the PSUs, on the third anniversary of February 1, 2019, (or the next business date if applicable), these PSUs may vest in respect of up to half of the shares of Intel common stock subject to the PSUs, and on the fifth anniversary of February 1, 2019, (or the next business date if applicable), these PSUs may vest in respect of all of the shares of Intel common stock subject to the PSUs not previously vested. The number of shares of Intel common stock acquired upon any vesting of the PSUs is contingent upon the achievement of certain pre-established performance metrics, approved by the Compensation Committee, during the three- and five-year performance periods following February 1, 2019.

(2) Unless earlier forfeited under the terms of the option, 25% of the option vests on the one-year anniversary of the grant date, 25% on February 1, 2021, 25% on February 1, 2022, and 25% on February 1, 2023. The option shall become exercisable only if, during the five-year performance period following February 1, 2019, a certain pre-established performance metric, approved by the Compensation Committee, is achieved.

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.