INTEL CORP Form 4 April 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB agas

OMB APPROVAL

Number: 3235-0287 January 31,

Expires: 2005
Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BARSHEFSKY CHARLENE** Issuer Symbol 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 WILMER, CUTLER PICKERING 03/31/2005 below) HALE & DORR LLP, 2445 M STREET N.W. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WASHINGTON, DC 20037 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Indirect (I) Ownership (Instr. 8) Owned (Instr. 4) **Following** (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price By 401(k) **COMMON** I 1,700 Plan

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: INTEL CORP - Form 4

	1. Title of	2.	3. Transaction Date		4.	5. Number	6. Date Exer		7. Title and Amount of		8. Pric
Derivative		Conversion	(Month/Day/Year)		Transactionof		Expiration Date		Underlying Securities		Deriva
	Security	or Exercise		any (Month/Day/Year)	Code		(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
	(Instr. 3)	Price of			(Instr. 8)						
		Derivative				Acquired					
		Security				(A) or					
						Disposed					
						of (D) (Instr. 3, 4,					
						and 5)					
						and 3)					
										Amount	
							Date	Expiration		or	
							Exercisable	Date	Title	Number	
							Excreisable	Dute		of	
					Code V	(A) (D)				Shares	
	Phantom										
		(1)	02/21/2005			646	(2)	(2)	COM CTIZ	(16	Ф 22
	Share	<u>(1)</u>	03/31/2005		A	646	(2)	(2)	COM.STK	646	\$ 23
	Units										

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

BARSHEFSKY CHARLENE
WILMER, CUTLER PICKERING HALE & DORR LLP

2445 M STREET N.W. WASHINGTON, DC 20037

Signatures

CHARLENE BARSHEFSKY 04/01/2005

**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) Conversion rate is 1-for-1.
- (2) Date Exercisable and Expiration Date are the reporting person's retirement date which is currently unknown.
- (3) Ambassador Barshefsky holds 20,000 options with the right to buy Intel Corporation common stock.

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.

Reporting Owners 2