**INTEL CORP** Form 4 April 25, 2005

#### 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

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

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

(	.1 ,										
1. Name and Address of Reporting Person * SODHANI ARVIND			Symbol	2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of I	3. Date of Earliest Transaction				(Check all applicable)			
INTEL CORF		(Month/Day/Year) 04/21/2005				Director 10% Owner _X_ Officer (give title Other (specify below)  SENIOR VICE PRESIDENT					
(Street)			4. If Amend	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mon				n/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
SANTA CLA	RA, CA 950	052						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-Dei	rivative Se	curities Acq	uired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/	Year) Exec	Deemed cution Date, if nth/Day/Year)	3. Transaction Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	(A) or of (D)	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)		
COMMON				, , , , , , , , , , , , , , , , , , ,	1 11110 4111	(2) 11100	771,089 <u>(1)</u>	D			
COMMON							4,000	I	Held by mother		
COMMON							31	I	By Employee Benefit Plan Trust		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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# 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 (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. Transactic Code (Instr. 8)	5. Number of or 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Employee Option (right to buy)	\$ 23.16	04/21/2005		A	31,250	04/21/2006	04/21/2012	COM.STK	31,25
Employee Option (right to buy)	\$ 23.16	04/21/2005		A	31,250	04/21/2007	04/21/2012	COM.STK	31,25
Employee Option (right to buy)	\$ 23.16	04/21/2005		A	31,250	04/21/2008	04/21/2012	COM.STK	31,25
Employee Option (right to buy)	\$ 23.16	04/21/2005		A	31,250	04/21/2009	04/21/2012	COM.STK	31,25

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SODHANI ARVIND INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95052

SENIOR VICE PRESIDENT

## **Signatures**

ARVIND

SODHANI 04/22/2005

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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) Includes 1,031 shares acquired under the Intel Corporation Stock Participation Plan during February, 2005.
- (2) Not a required reportable field..

#### **Remarks:**

Mr. Sodhani holds 1,739,704 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.