

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
Number: 3235-0287

Expires: January 31,
2005

Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
POTTRUCK DAVID S

(Last) (First) (Middle)

THE POTTRUCK GROUP, ONE
MARKET STREET, SUITE 1400

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

INTEL CORP [INTC]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___X___ Director _____ 10% Owner
 _____ Officer (give title _____ Other (specify
 below) below)

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	(A) or (D) Price			
COMMON							8,150 ⁽¹⁾	D	
COMMON							800	I	By Daughter
COMMON							5,000	I	Annuity Trust for Brother
COMMON							8,400	I	Annuity Trust for Brother

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)

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. Transaction Code (Instr. 8)	5. Number of 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	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	07/21/2006		A		2,823		07/21/2007 ⁽³⁾	07/21/2007 ⁽³⁾	CMN STK	2,823
Restricted Stock Units	\$ 0 ⁽²⁾	07/21/2006		A		2,823		07/21/2008 ⁽³⁾	07/21/2008 ⁽³⁾	CMN STK	2,823
Restricted Stock Units	\$ 0 ⁽²⁾	07/21/2006		A		2,824		07/21/2009 ⁽³⁾	07/21/2009 ⁽³⁾	CMN STK	2,824

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POTTRUCK DAVID S
THE POTTRUCK GROUP
ONE MARKET STREET, SUITE 1400
SAN FRANCISCO, CA 94105

X

Signatures

DAVID S.
POTTRUCK 07/25/2006

 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) Dave Pottruck owns directly 2,774 phantom share units acquired under the Deferral Plan for Outside Directors.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (3) Unless earlier forfeited under the terms of the RSU, 25% of the award vests and converts into the right to receive common stock on each anniversary of the grant date.
- (4) David Pottruck holds 129,000 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.