INTEL CORP Form 4 April 22, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BARRETT CRAIG R Issuer Symbol INTEL CORP [INTC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner Other (specify _X__ Officer (give title . INTEL CORPORATION, 2200 04/20/2009 below) MISSION COLLEGE BLVD. CHAIRMAN OF THE BOARD (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

Person

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acqı	uired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	04/20/2009		M	5,000 (1)	A	\$ 0	3,204,281	D	
Common Stock	04/20/2009		F	2,097 (2)	D	\$ 15.185	3,202,184	D	
Common Stock	04/21/2009		M	640 (1)	A	\$0	3,202,824	D	
Common Stock	04/21/2009		F	269 (2)	D	\$ 15.24	3,202,555	D	
Common Stock							3,334.422	I	By Employee Benefit Plan

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			Trust					
Common Stock	100,000	I	By Family Foundation					
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
	Persons who respond to the collectinformation contained in this form required to respond unless the form displays a currently valid OMB connumber.	are not m	SEC 1474 (9-02)					

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Transaction Code Se (Instr. 8) Ac (A Di (L) (Instr. 8)	ecurities cquired A) or isposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (3)	04/20/2009		M	5,000	04/19/2008(4)	<u>(4)</u>	Common Stock	5,000
Restricted Stock Units	\$ 0 (3)	04/21/2009		M	640	04/21/2007(4)	<u>(4)</u>	Common Stock	640

Reporting Owners

Reporting Owner Name / Address	Relationships Director 10% Owner Officer				
BARRETT CRAIG R INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	X		CHAIRMAN OF THE BOARD		
Signatures					
/s/ Lulu De Guia, attorney-in-fact	04/22/2009				
**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) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (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, 25% of the award vests and converts 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.