INTEL CORP Form 4 February 26, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * OTELLINI PAUL S

(First)

2. Issuer Name and Ticker or Trading Symbol

INTEL CORP [INTC]

3. Date of Earliest Transaction

(Middle)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Month/Day/Year) 02/22/2013

_X__ Director X_ Officer (give title below)

10% Owner Other (specify

PRESIDENT AND CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MISSION COLLEGE BLVD. (Street)

INTEL CORPORATION, 2200

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

SANTA CLARA, CA 95054

(City)	(State)	(Zip) 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)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/22/2013		M	285,198 (1)	A	\$ 0	1,075,390 (2)	D	
Common Stock	02/22/2013		F	148,817 (3)	D	\$ 20.295	926,573	D	
Common Stock							3,272.4217	I	By Employee Benefit Plan Trust
Common Stock							1,608.337	I	By Employee Benefit

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			Plan Trust (spouse)				
Common Stock	700	I	By Self for Daughter				
Common Stock	338,229.7726	I	By Trust for Self and Spouse				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 an
				Code V	5) (A) (D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0 (4)	02/22/2013		M	231,680	02/22/2013(5)	<u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
OTELLINI PAUL S INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	X		PRESIDENT AND CEO				

Signatures

/s/ Wendy Yemington, 02/26/2013 attorney-in-fact **Signature of Reporting Person Date

2 Reporting Owners

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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) Includes 966 shares acquired under the Company's Stock Purchase Plan on February 19, 2013.
- (3) Shares withheld for payment of tax liability.
 - Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting
- (4) number of shares of Intel common stock acquired upon vesting of the Performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning on the grant date and ending on the third anniversary of the grant date, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than (5) 33% and no more than 200% of one share of Intel common stock three years and one month after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- Due to a limitation in the filing software, the total number of shares of Common Stock received was 285,198, as reported above in Table

 I. The conversion rate of the Performance-based Restricted Stock was 110.059%. Upon conversion of the RSUs, the Reporting Person received an additional 23,304 shares of Common Stock. Upon conversion of \$639,346.88 in dividend equivalents, the Reporting person received an additional 30,214 shares of 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.