HOLT WILLIAM M

Form 4

February 26, 2013

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction

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 * **HOLT WILLIAM M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INTEL CORP [INTC]

(Check all applicable)

(Last)

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

Director 10% Owner _X__ Officer (give title _ Other (specify

INTEL CORPORATION, 2200

(Street)

02/22/2013

below) Exec VP GM, Tech & Mfg Grp

MISSION COLLEGE BLVD.

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) 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)	ttion Date, if Transactior Disposed of (D) Code (Instr. 3, 4 and 5) th/Day/Year) (Instr. 8) (A) or			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 Stock	02/22/2013		Code V M	Amount 99,206 (1)	(D)	Price \$ 0	130,751 (2)	D			
Common Stock	02/22/2013		F	50,546 (3)	D	\$ 20.295	80,205	D			
Common Stock	02/25/2013		S	38,928 (4)	D	\$ 20.5237 (5)	41,277	D			
Common Stock							2.636	I	By Employee Benefit Plan Trust		

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By Trust Common for Self 13,010 I Stock and Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and A
Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date		Underlying S
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year	•)	(Instr. 3 and
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			
					and 5)			
						Date Exercisable	Expiration	Title
							Date	
				Code V	(A) (D)			

Performance-based

Common \$ 0 (6) (7) Restricted Stock 02/22/2013 M 80,590 02/22/2013(7) Stock

Units

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HOLT WILLIAM M INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054

Exec VP GM, Tech & Mfg Grp

Signatures

/s/ Wendy Yemington, 02/26/2013 attorney-in-fact

**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) Shares acquired on the vesting of restricted stock units.

Reporting Owners 2

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- (2) Includes 966 shares acquired under the Company's Stock Purchase Plan on February 19, 2013.
- (3) Shares withheld for payment of tax liability.
- (4) This transaction was made pursuant to trading instructions adopted by the undersigned on August 3, 2011 that are intended to comply with Rule 10b5-1(c).
- This transaction was executed in multiple trades at prices ranging from \$20.64 to \$20.415. The price reported above reflects the weighted (5) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - 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
- 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 (7) 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 99,206, 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 8,106 shares of Common Stock. Upon conversion of \$222,396.35 in dividend equivalents, the Reporting person received an additional 10,510 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.