INTEL CORP Form 4 April 25, 2017

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Person

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 4 or Form 5 obligations 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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Stacy J			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			
C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			(Month/Day/Year) 04/21/2017	Director 10% Owner _X_ Officer (give title Other (specify below) Group President, Mfg Ops Sales		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		

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. Transactio Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	04/21/2017		M	8,630	A	\$ 21.085	318,654	D		
Common Stock	04/21/2017		S	8,630 (1)	D	\$ 36.2779 (2)	310,024	D		
Common Stock	04/21/2017		S	20,867 (1)	D	\$ 36.2779 (2)	289,157	D		

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)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		f Derivative Expiration Date ecurities (Month/Day/Year) acquired A) or Disposed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (Right to Buy)	\$ 21.085	04/21/2017		M	8,630	01/24/2012(3)	01/24/2018	Common Stock	8,630

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Stacy J C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054

Group President, Mfg Ops Sales

Signatures

/s/ Brian Petirs, attorney-in-fact 04/25/2017

**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) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the undersigned on May 6, 2016 that are intended to comply with Rule 10b5-1(c).
- This transaction was executed in multiple trades at prices ranging from \$35.87 to \$36.385. The price reported above reflects the weighted (2) 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.

(3)

Reporting Owners 2

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The option vests in four equal annual installments beginning on the first 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.