

INTEL CORP  
Form 4  
January 28, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
James Renee Jo

(Last) (First) (Middle)

C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INTEL CORP [INTC]

3. Date of Earliest Transaction (Month/Day/Year)  
01/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Stock                    | 01/24/2015                           |  | M                              |   | 149,280 (1) A \$ 0  | D  |   |
| Common Stock                    | 01/24/2015                           |  | F                              |   | 76,059 (2) D \$ 35.935  | D  |   |
| Common Stock                    | 01/24/2015                           |  | M                              |   | 4,199 (1) A \$ 0  | D  |   |
| Common Stock                    | 01/24/2015                           |  | F                              |   | 2,140 (2) D \$ 35.935   | D  |   |
| Common Stock                    | 01/24/2015                           |  | M                              |   | 5,343 (1) A \$ 0  | D  |   |

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|              |            |   |                        |   |                           |         |   |
|--------------|------------|---|------------------------|---|---------------------------|---------|---|
| Common Stock | 01/24/2015 | F | 2,723 <sup>(2)</sup>   | D | \$ 35.935                 | 93,851  | D |
| Common Stock | 01/26/2015 | M | 39,595                 | A | \$ 21.085                 | 133,446 | D |
| Common Stock | 01/26/2015 | M | 50,790                 | A | \$ 26.795                 | 184,236 | D |
| Common Stock | 01/26/2015 | M | 80,645                 | A | \$ 21.055                 | 264,881 | D |
| Common Stock | 01/26/2015 | S | 171,030 <sup>(3)</sup> | D | \$ 35.775 <sup>(4)</sup>  | 93,851  | D |
| Common Stock | 01/27/2015 | S | 75,280 <sup>(3)</sup>  | D | \$ 34.1815 <sup>(5)</sup> | 18,571  | D |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units                     | \$ 0 <sup>(6)</sup>                                    | 01/24/2015                           |  | M                              | 149,280   | 01/24/2014 <sup>(7)</sup> <sup>(7)</sup>                 | Common Stock 14   |
| Restricted Stock Units                     | \$ 0 <sup>(6)</sup>                                    | 01/24/2015                           |  | M                              | 4,199   | 04/24/2012 <sup>(8)</sup> <sup>(8)</sup>                 | Common Stock 4  |
| Restricted Stock Units                     | \$ 0 <sup>(6)</sup>                                    | 01/24/2015                           |  | M                              | 5,343   | 04/24/2013 <sup>(9)</sup> <sup>(9)</sup>                 | Common Stock 5  |
| Employee Stock Option (Right to Buy)       | \$ 21.085  | 01/26/2015                           |  | M                              | 39,595  | 01/24/2012 <sup>(10)</sup> 01/24/2018                    | Common Stock 39   |

Employee

Stock

|                             |           |            |   |        |                            |            |                 |    |
|-----------------------------|-----------|------------|---|--------|----------------------------|------------|-----------------|----|
| Option<br>(Right to<br>Buy) | \$ 26.795 | 01/26/2015 | M | 50,790 | 01/24/2013 <sup>(10)</sup> | 01/24/2019 | Common<br>Stock | 50 |
|-----------------------------|-----------|------------|---|--------|----------------------------|------------|-----------------|----|

Employee

Stock

|                             |           |            |   |        |                            |            |                 |    |
|-----------------------------|-----------|------------|---|--------|----------------------------|------------|-----------------|----|
| Option<br>(Right to<br>Buy) | \$ 21.055 | 01/26/2015 | M | 80,645 | 01/24/2014 <sup>(10)</sup> | 01/24/2020 | Common<br>Stock | 80 |
|-----------------------------|-----------|------------|---|--------|----------------------------|------------|-----------------|----|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| James Renee Jo<br>C/O INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054 |               |           | President |       |

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

01/28/2015

\*\*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.

(2) Shares withheld for payment of tax liability.

(3) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the undersigned on January 31, 2014 that are intended to comply with Rule 10b5-1(c).

(4) This transaction was executed in multiple trades at prices ranging from \$35.575 to \$36.19. The price reported above reflects the weighted 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.

(5) This transaction was executed in multiple trades at prices ranging from \$33.57 to \$34.69. The price reported above reflects the weighted 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.

(6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

(7) Unless earlier forfeited under the terms of the RSU, 20% of the awards vest and convert into common stock on the 2nd anniversary of the grant date, 40% of the awards vest and convert into common stock on the 3rd anniversary of the grant date, 40% of the awards vest and convert into common stock on the 4th anniversary of the grant date, unless any vesting date falls on a non-business date, in which case the next business date shall apply.

(8) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

(9)

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Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2013. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

- (10) 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.

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