INTEL CORP Form 4 July 27, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Smith Stacy J

2. Issuer Name and Ticker or Trading Symbol

Issuer

(First)

(Middle)

INTEL CORP [INTC] 3. Date of Earliest Transaction

(Month/Day/Year) 07/23/2015

C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.

(Street)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

Exec VP and CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

(City)	(State) (2	Zip) Table	e I - Non-D	erivative (Securi	ities Acc	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			d of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/23/2015		M	5,981 (1)	A	\$0	344,489	D	
Common Stock	07/23/2015		F	3,121 (2)	D	\$ 28.7	341,368	D	
Common Stock	07/23/2015		M	3,542 (1)	A	\$0	344,910	D	
Common Stock	07/23/2015		F	1,849 (2)	D	\$ 28.7	343,061	D	

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

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SEC 1474 (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)	Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (3)	07/23/2015		M	5,981	04/23/2014(4)	<u>(4)</u>	Common Stock	5,981
Restricted Stock Units	\$ 0 (3)	07/23/2015		M	3,542	04/23/2015(5)	<u>(5)</u>	Common Stock	3,542

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Smith Stacy J			F			
C/O INTEL CORPORATION			Exec			
2200 MISSION COLLEGE BLVD.			VP and			
SANTA CLARA, CA 95054			CFO			

Signatures

/s/ Wendy Yemington, attorney-in-fact 07/27/2015

**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.

Reporting Owners 2

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- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
 - Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially
- (4) equal quarterly tranches, beginning on April 23, 2014. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially
- (5) equal quarterly tranches, beginning on April 23, 2015. If the quarterly vesting date falls on a non-business date, 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.