

POTTRUCK DAVID S
Form 4
July 20, 2009

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 *
POTTRUCK DAVID S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**THE POTTRUCK GROUP, 201
SPEAR STREET, SUITE 1150**

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2009

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

(Street)

SAN FRANCISCO, CA 94105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/17/2009		M	2,225 A \$ 0	18,577	D	
Common Stock	07/20/2009		M	1,918 A \$ 0	20,495	D	
Common Stock	07/21/2009		M	2,824 A \$ 0	23,319	D	
Common Stock					8,400	I	By Annuity Trust (1) for Brother
Common Stock					5,000	I	By Annuity Trust (2)

Common Stock	800	I	for Brother By Daughter
Common Stock	0	I	By Son

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. 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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0 ⁽¹⁾	07/16/2009		A	3,500	07/16/2012 ⁽²⁾	⁽²⁾			Common Stock
Restricted Stock Units	\$ 0 ⁽³⁾	07/16/2009		A	4,790	07/16/2010 ⁽⁴⁾	⁽⁴⁾			Common Stock
Restricted Stock Units	\$ 0 ⁽³⁾	07/17/2009		M	2,225	07/17/2009 ⁽⁴⁾	⁽⁴⁾			Common Stock
Restricted Stock Units	\$ 0 ⁽³⁾	07/20/2009		M	1,918	07/19/2008 ⁽⁴⁾	⁽⁴⁾			Common Stock
Restricted Stock Units	\$ 0 ⁽³⁾	07/21/2009		M	2,824	07/21/2007 ⁽⁴⁾	⁽⁴⁾			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTRUCK DAVID S THE POTTRUCK GROUP 201 SPEAR STREET, SUITE 1150	X			

SAN FRANCISCO, CA 94105

Signatures

/s/ Wendy Yemington,
attorney-in-fact

07/20/2009

__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).

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 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.
- (1) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
 - (2) Unless earlier forfeited under the terms of the RSU, 33 1/3% of the award vests and converts into common stock on each anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
 - (3) Column 9 reports the number of shares underlying the option or RSU that is the subject of the transaction reported on this Form 4. Previously, the Reporting Person's Forms 4 reported the aggregate number of shares subject to all options or RSUs held. As of the date of this Report and after taking into account the transaction(s) reported on this Form 4, the Reporting Person held options covering an aggregate of 109,000 shares and RSUs of 17,676 shares of Intel common stock.
 - (5)

Remarks:

Exhibit 24 - Confirming Statement

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.