

INTEL CORP
Form 4
November 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
SODHANI ARVIND

(Last) (First) (Middle)
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)
10/30/2009

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)
EXEC. VP; PRES. INTEL CAPITAL

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title |
|--------------------------------------|------------------------------|------------------|-----------------|----------------------|---------|---------------------------|-----------------|--------------|
| | | | | (Instr. 3, 4, and 5) | (D) | | | |
| Employee Stock Option (Right to Buy) | \$ 25.6875 | 10/30/2009 | D | | 29,136 | 03/21/2002 ⁽¹⁾ | 03/21/2011 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 29.325 | 10/30/2009 | D | | 18,000 | 04/09/2004 | 04/09/2012 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 26.995 | 10/30/2009 | D | | 60,000 | 04/15/2005 ⁽⁴⁾ | 04/15/2014 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.365 | 10/30/2009 | D | | 72,000 | 04/13/2007 | 10/31/2011 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 30.495 | 10/30/2009 | D | | 200,000 | 03/26/2008 ⁽⁷⁾ | 03/26/2012 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 19.04 | 10/30/2009 | A | 108,823 | | 10/30/2010 ⁽⁹⁾ | 10/30/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SODHANI ARVIND INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | | | EXEC. VP; PRES. INTEL CAPITAL | |

Signatures

/s/ Wendy Yemington,
attorney-in-fact

11/03/2009

__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).
- (1) This option vests in two equal annual installments beginning on the first anniversary of the grant date.
- (2) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 6,475 shares.
- (3) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 4,000 shares.
- (4) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
- (5) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 33,333 shares.
- (6) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 20,571 shares.
- (7) The option vests in four equal annual installments beginning on the sixth anniversary of the grant date.
- (8) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 44,444 shares.
- (9) 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.
- (10) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 108,823 shares.

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.