

INTEL CORP  
Form 4  
April 22, 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 \*  
**BAKER ROBERT JAYMES**

(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)  
**04/20/2009**

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)  
**SR VP, GM TECH & MFG GRP**

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	04/20/2009		M		4,462.5 (1)	A	\$ 0 149,103.5 D
Common Stock	04/20/2009		F		1,557.5 (2)	D	\$ 15.185 147,546 D
Common Stock - Former Spouse	04/20/2009		M		1,912.5 (1)	A	\$ 0 130,961.5 I By Former Spouse
Common Stock - Former	04/20/2009		F		667.5 (2)	D	\$ 15.185 130,294 I By Former Spouse

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Spouse									
Common Stock	04/21/2009		M	2,100 <u>(1)</u>	A	\$ 0	149,646	D	
Common Stock	04/21/2009		F	877 <u>(2)</u>	D	\$ 15.24	148,769	D	
Common Stock - Former Spouse	04/21/2009		M	900 <u>(1)</u>	A	\$ 0	131,194	I	By Former Spouse
Common Stock - Former Spouse	04/21/2009		F	376 <u>(2)</u>	D	\$ 15.24	130,818	I	By Former Spouse
Common Stock							1,555.719	I	By Employee Benefit Plan Trust

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(3)</u>	04/20/2009		M	4,462.5	04/19/2008 <sup>(4)</sup>	<u>(4)</u>	Common Stock	4,462.5
Restricted Stock Units - Former Spouse	\$ 0 <u>(3)</u>	04/20/2009		M	1,912.5	04/19/2008 <sup>(4)</sup>	<u>(4)</u>	Common Stock	1,912.5
	\$ 0 <u>(3)</u>	04/21/2009		M	2,100	04/21/2007 <sup>(4)</sup>	<u>(4)</u>		2,100

Restricted Stock Units								Common Stock	
Restricted Stock Units - Former Spouse	\$ 0 <sup>(3)</sup>	04/21/2009	M	900	04/21/2007 <sup>(4)</sup>	<u>(4)</u>	Common Stock	900	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER ROBERT JAYMES INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			SR VP, GM TECH & MFG GRP	

## Signatures

/s/ Lulu De Guia,  
attorney-in-fact

04/22/2009

\_\_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) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (4) Unless earlier forfeited under the terms of the RSU, 25% 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.

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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