

HOLT WILLIAM M
Form 4
November 03, 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 *
HOLT WILLIAM M

(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)
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 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) (A)	(D)			
Employee Stock Option (Right to Buy)	\$ 25.6875	10/30/2009	D		10,684	03/21/2002 ⁽¹⁾	03/21/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 26.995	10/30/2009	D		75,000	04/15/2005 ⁽³⁾	04/15/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.225	10/30/2009	D		31,200	04/10/2006	04/10/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.16	10/30/2009	D		100,000	04/21/2006 ⁽³⁾	04/21/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 29.325	10/30/2009	D		16,800	04/09/2007	04/09/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.365	10/30/2009	D		16,800	04/13/2007	10/31/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 21.52	10/30/2009	D		180,000	04/19/2008 ⁽³⁾	04/19/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.11	10/30/2009	D		235,000	04/17/2009 ⁽³⁾	04/17/2015	Common Stock
	\$ 19.04	10/30/2009	A	454,940		10/30/2010 ⁽¹¹⁾	10/30/2016	

Employee
 Stock
 Option
 (Right to
 Buy)

Common
 Stock

Reporting Owners

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

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 2,374 shares.
 - (3) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
 - (4) 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 41,667 shares.
 - (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 8,914 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 47,619 shares.
 - (7) 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 3,733 shares.
 - (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 4,800 shares.
 - (9) 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 150,000 shares.
 - (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 195,833 shares.
 - (11) 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.
 - (12) 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 454,940 shares.

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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