

GELSINGER PATRICK P

Form 4

April 22, 2009

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GELSINGER PATRICK P

(Last) (First) (Middle)

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
____X____ Officer (give title below) ____ Other (specify below)

SR VP, GM DIG ENT GRP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. 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)
Common Stock	04/20/2009		M	Amount (1) 6,375 A \$ 0	122,763	D	
Common Stock	04/20/2009		F	Amount (2) 2,168 D \$ 15.185	120,595	D	
Common Stock	04/21/2009		M	Amount (1) 3,000 A \$ 0	123,595	D	
Common Stock	04/21/2009		F	Amount (2) 1,046 D \$ 15.25	122,549	D	
Common Stock	04/21/2009		S	1,500 D \$ 15.27	471	I	By Trust for Son -3

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Common Stock	1,500	I	By Charitable Remainder Trust
Common Stock	1,258.5	I	By Employee Benefit Plan Trust
Common Stock	761	I	By Irrevocable Living Trust
Common Stock	75,462	I	By Trust for Spouse
Common Stock	4,205	I	By UTMA for Daughter
Common Stock	2,040	I	By UTMA for Son
Common Stock	1,700	I	By UTMA for Son - 2
Common Stock	1,500	I	By UTMA for Son - 3
Common Stock	2,705	I	By Trust for Son
Common Stock	2,705	I	By Trust for Son - 2

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 ⁽³⁾	04/20/2009	M	6,375	04/19/2008 ⁽⁴⁾	⁽⁴⁾	Common Stock	6,375
Restricted Stock Units	\$ 0 ⁽³⁾	04/21/2009	M	3,000	04/21/2007 ⁽⁴⁾	⁽⁴⁾	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GELSINGER PATRICK P 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054			SR VP, GM DIG ENT 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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