

INTEL CORP
Form 4
April 25, 2006

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 *
BARRETT CRAIG R

(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)
04/21/2006

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)
CHAIRMAN OF THE BOARD

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)
COMMON				(A) Amount Price	3,154,432	D	
COMMON				(A) Amount Price	3,094	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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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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		50,000		04/21/2007	04/21/2013	COM. STK	50,000
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		50,000		04/21/2008	04/21/2013	COM. STK	50,000
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		50,000		04/21/2009	04/21/2013	COM. STK	50,000
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		50,000		04/21/2010	04/21/2013	COM. STK	50,000
Restricted Stock Units	<u>(1)</u>	04/21/2006		A		640		04/21/2007 ⁽²⁾	04/21/2007 ⁽²⁾	COM. STK	640
Restricted Stock Units	<u>(1)</u>	04/21/2006		A		641		04/21/2008 ⁽²⁾	04/21/2008 ⁽²⁾	COM. STK	641
Restricted Stock Units	<u>(1)</u>	04/21/2006		A		640		04/21/2009 ⁽²⁾	04/21/2009 ⁽²⁾	COM. STK	640
Restricted Stock Units	<u>(1)</u>	04/21/2006		A		641		04/21/2010 ⁽²⁾	04/21/2010 ⁽²⁾	COM. STK	641

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

BARRETT CRAIG R
INTEL CORPORATION
2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA 95054

X

CHAIRMAN OF THE BOARD

Signatures

CRAIG R.
BARRETT

04/24/2006

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) 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, 25% of the award vests and converts into common stock on each anniversary of the grant date.

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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