

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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**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 \*  
**KILROY THOMAS 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)  
**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)  
**VP DIGITAL ENTERPRISE 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 Ownership (Instr. 4)
COMMON				(A) or (D) Price	18,781 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		27,500		04/21/2007	04/21/2013	CMN STK.	27,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		27,500		04/21/2008	04/21/2013	CMN STK.	27,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		27,500		04/21/2009	04/21/2013	CMN STK.	27,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		27,500		04/21/2010	04/21/2013	CMN STK.	27,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		41,250		04/21/2011	04/21/2016	CMN STK.	41,250
Restricted Stock Units	<u>(2)</u>	04/21/2006		A		2,250		04/21/2007 <sup>(3)</sup>	04/21/2007 <sup>(3)</sup>	CMN STK.	2,250
Restricted Stock Units	<u>(2)</u>	04/21/2006		A		2,250		04/21/2008 <sup>(3)</sup>	04/21/2008 <sup>(3)</sup>	CMN STK.	2,250
Restricted Stock Units	<u>(2)</u>	04/21/2006		A		2,250		04/21/2009 <sup>(3)</sup>	04/21/2009 <sup>(3)</sup>	CMN STK.	2,250
Restricted Stock Units	<u>(2)</u>	04/21/2006		A		2,250		04/21/2010 <sup>(3)</sup>	04/21/2010 <sup>(3)</sup>	CMN STK.	2,250
Restricted Stock Units	<u>(2)</u>	04/21/2006		A		3,750		04/21/2011 <sup>(4)</sup>	04/21/2011 <sup>(4)</sup>	CMN STK.	3,750

