HOLT WILLIAM M Form 4

April 21, 2008

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOLT WILLIAM M			2. Issuer Name <b>and</b> Ticker or Trading Symbol INTEL CORP [INTC]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			04/17/2008	X_ Officer (give title Other (spe below) below) SR VP GM, TECH & MFG GR		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SANTA CLA	ARA, CA 9	5054	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z1]	Table I	- Non-Der	rivative Sec	curities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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						55,334	D	
COMMON						13,010	I	Trust for Self and Spouse
COMMON						1,601	I	By Daughter
COMMON						2.251	I	By 401(k) Plan

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A O N
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	58,750	04/17/2009	04/17/2015	COM.STK	
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	58,750	04/17/2010	04/17/2015	COM.STK	
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	58,750	04/17/2011	04/17/2015	COM.STK	
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	58,750	04/17/2012	04/17/2015	COM.STK	
Restricted Stock Units	\$ 0 (1)	04/17/2008		A	8,375	04/17/2009(2)	04/17/2009(2)	COM.STK	
Restricted Stock Units	\$ 0 (1)	04/17/2008		A	8,375	04/17/2010(2)	04/17/2010(2)	COM.STK	
Restricted Stock Units	\$ 0 (1)	04/17/2008		A	8,375	04/17/2011(2)	04/17/2011(2)	COM.STK	
Restricted Stock Units	\$ 0 (1)	04/17/2008		A	8,375	04/17/2012(2)	04/17/2012(2)	COM.STK	

### **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**

WILLIAM M.

HOLT 04/18/2008

\*\*Signature of Date

Reporting Person

## **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, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3