

INTEL CORP  
Form DEFA14A  
March 29, 2006

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of**  
**the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only**

Definitive Proxy Statement

**(as permitted by Rule 14a-6(e)(2))**

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**INTEL CORPORATION**

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, If Other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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**Annual Stockholders meeting and proxy vote set for May**

Intel this week published its 2005 annual report and proxy statement, in preparation for the company's Annual Stockholders Meeting which will be held on May 17.

All Intel stockholders, including Intel employees who own shares of stock, have the right to vote. The proxy asks stockholders to:

Elect the 11 nominees to the Board of Directors

Amend the Second Restated Certificate of Incorporation ( Certificate of Incorporation ) to repeal Article 10 (the fair price provision ).

Amend the Certificate of Incorporation to repeal Article 7 and Article 12 (the supermajority vote provisions ).

Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the current year.

Approve the 2006 Equity Incentive Plan.

Approve the 2006 Stock Purchase Plan.

The company is recommending a vote FOR each of these proposals. Please refer to the Proxy materials for more detailed explanation of these proposals.

The Annual Stockholders Meeting will be held at 8:30 a.m. on May 17 at the Santa Clara, Calif., Convention Center. See sidebar on voting instructions and information on the purpose of the Annual Stockholders Meeting

**-Sidebar-**

**What is the purpose of the Annual Stockholders Meeting?** Companies hold formal annual meetings of stockholders to elect directors and to vote on any other specific items that are on the agenda.

**What is a proxy statement?** The proxy statement describes the proposals presented to the stockholders for their vote and information on how to vote. Intel has approximately three million stockholders, though only a few hundred actually attend the Annual Stockholders Meeting in person. Most of the other stockholders vote on the proposals by submitting their votes before the Annual Stockholders Meeting. Each share of stock entitles the owner to one vote on each proposal on the agenda. Each share also entitles the owner to vote for a number of candidates for director equal to the number of directors being elected.

**How will I learn about the voting process?** Each stockholder will receive voting information along with the proxy statement. The voting information will explain the steps required to submit votes. Stockholders may receive multiple sets of voting information if they hold Intel stock in multiple brokerage accounts. Stockholders should submit their votes for each set of voting information they receive. Depending on your prior instructions, the proxy statement and voting information may be delivered electronically or by mail in paper form.