

INTEL CORP  
Form 4  
November 03, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BAKER ROBERT JAYMES**

(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)  
**10/30/2009**

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)  
**SR VP, GM TECH & MFG 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title
				(Instr. 3, 4, and 5)	(D)			
Employee Stock Option (Right to Buy)	\$ 25.6875	10/30/2009	D		13,679	03/21/2002 <sup>(1)</sup>	03/21/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 25.6875	10/30/2009	D		1,319	03/21/2002 <sup>(1)</sup>	03/21/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 29.325	10/30/2009	D		39,900	04/09/2004 <sup>(4)</sup>	04/09/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.225	10/30/2009	D		50,400	04/10/2006	04/10/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.495	10/30/2009	D		185,000	03/26/2008 <sup>(7)</sup>	03/26/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.11	10/30/2009	D		180,000	04/17/2009	04/17/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.365	10/30/2009	D		50,400	04/13/2007	10/31/2011	Common Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 25.6875	10/30/2009	D		565	03/21/2002 <sup>(1)</sup>	03/21/2011	Common Stock

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Employee Stock Option (Right to Buy) - Former Spouse	\$ 25.6875	10/30/2009	D	5,863	03/21/2002 <sup>(1)</sup>	03/21/2011	Commo Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 29.325	10/30/2009	D	17,100	04/09/2004 <sup>(4)</sup>	04/09/2012	Commo Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 24.225	10/30/2009	D	21,600	04/10/2006	04/10/2011	Commo Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 24.365	10/30/2009	D	21,600	04/13/2007	10/31/2011	Commo Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 30.495	10/30/2009	D	15,000	03/26/2008 <sup>(7)</sup>	03/26/2012	Commo Stock
Employee Stock Option (Right to Buy)	\$ 19.04	10/30/2009	A	232,110	10/30/2010 <sup>(17)</sup>	10/30/2016	Commo Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 19.04	10/30/2009	A	20,905	10/30/2010 <sup>(17)</sup>	10/30/2016	Commo Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER ROBERT JAYMES INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			SR VP, GM TECH & MFG GRP	

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

11/03/2009

\_\_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) This option vests in two equal annual installments beginning on the first anniversary of the grant date.
- (2) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 3,040 shares.
- (3) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 293 shares.
- (4) This option vests in two installments of 39,000 beginning 4/09/04 and one installment of 18,000 on 4/08/05.
- (5) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 8,867 shares.
- (6) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 14,400 shares.
- (7) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
- (8) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 41,111 shares.
- (9) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 150,000 shares.
- (10) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 14,400 shares.
- (11) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 126 shares.
- (12) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 1,303 shares.
- (13) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 3,800 shares.
- (14) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 6,171 shares.
- (15) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 6,171 shares.
- (16) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 3,333 shares.

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- (17) The option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (18) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 232,110 shares.
- (19) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 20,905 shares.

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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