

POTTRUCK DAVID S
Form 4
July 20, 2010

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 *
POTTRUCK DAVID S

2. Issuer Name and Ticker or Trading Symbol
INTEL CORP [INTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**THE POTTRUCK GROUP, 201
SPEAR STREET, SUITE 1150**

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

SAN FRANCISCO, CA 94105

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/16/2010 | | M | 1,596 (1) A \$ 0 | 24,915 | D | |
| Common Stock | 07/19/2010 | | M | 1,919 (1) A \$ 0 | 26,834 | D | |
| Common Stock | 07/19/2010 | | M | 2,225 (1) A \$ 0 | 29,059 | D | |
| Common Stock | | | | | 8,400 | I | By Annuity Trust (1) for Brother |
| Common Stock | | | | | 5,000 | I | By Annuity Trust (2) |

| | | | |
|--------------|-----|---|----------------------------|
| Common Stock | 800 | I | for Brother By Daughter |
| Common Stock | 0 | I | By Son |

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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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/16/2010 | | M | 1,596 | 07/16/2010 ⁽³⁾ ⁽³⁾ | Common Stock | 1,596 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/19/2010 | | M | 1,919 | 07/19/2008 ⁽³⁾ ⁽³⁾ | Common Stock | 1,919 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/19/2010 | | M | 2,225 | 07/17/2009 ⁽³⁾ ⁽³⁾ | Common Stock | 2,225 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POTTRUCK DAVID S THE POTTRUCK GROUP 201 SPEAR STREET, SUITE 1150 SAN FRANCISCO, CA 94105 | | X | | |

Signatures

/s/ Wendy Yemington,
attorney-in-fact

07/20/2010

__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) Shares acquired on the vesting of restricted stock units.
 - (2) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
 - (3) Unless earlier forfeited under the terms of the RSU, 33 1/3% 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.
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