

INTEL CORP
Form 4
July 28, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2015

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

C/O RED EAGLE VENTURES, INC., 201 SPEAR STREET, SUITE 1150

(Street)

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

SAN FRANCISCO, CA 94105

(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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 07/24/2015 | | M | 1,067 (1) A \$ 0 | 81,101 | D | |
| Common Stock | 07/26/2015 | | M | 1,434 (1) A \$ 0 | 82,535 | D | |
| Common Stock | 07/26/2015 | | M | 1,588 (1) A \$ 0 | 84,123 | D | |
| Common Stock | 07/26/2015 | | M | 4,754 (1) A \$ 0 | 88,877 | D | |
| Common Stock | | | | | 8,400 | I | By Annuity Trust (1) |

| | | | |
|--------------|-------|---|---|
| Common Stock | 5,000 | I | for Brother By Annuity Trust (2) for Brother |
| Common Stock | 800 | I | By Daughter |

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

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/24/2015 | | M | 1,067 | 07/24/2015 ⁽³⁾ | ⁽³⁾ | Common Stock |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/26/2015 | | M | 1,434 | 07/26/2013 ⁽³⁾ | ⁽³⁾ | Common Stock |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/26/2015 | | M | 1,588 | 07/26/2014 ⁽³⁾ | ⁽³⁾ | Common Stock |
| Performance-based Restricted Stock Units | \$ 0 ⁽⁴⁾ | 07/26/2015 | | M | 3,023 | 07/26/2015 ⁽⁵⁾ | ⁽⁵⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POTTRUCK DAVID S C/O RED EAGLE VENTURES, INC. 201 SPEAR STREET, SUITE 1150 | X | | | |

SAN FRANCISCO, CA 94105

Signatures

/s/ Wendy Yemington,
attorney-in-fact

07/28/2015

__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 awards vest and convert 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.

- Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting number of shares of Intel common stock acquired upon vesting of the Performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning January 24, 2012 and ending on January 24, 2015, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- (4)

- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 50% and no more than 200% of one share of Intel common stock three years after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- (5)

- Due to a limitation in the filing software, the total number of shares of Common Stock received was 4,754, as reported above in Table I.
- (6) The conversion rate of the Performance-based Restricted Stock was 146.21%. Upon conversion of the RSUs, the Reporting Person received an additional 1,396 shares of Common Stock. Upon conversion of \$12,063.87 in dividend equivalents, the Reporting person received an additional 335 shares of Common Stock.

Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

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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