

INTEL CORP
Form DEFA14A
April 23, 2004

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|----------------------------------------------------------------------|-----------------------------------------------------------------------|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> 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.

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(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):

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(1) Amount Previously Paid:

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(4) Date Filed:

April 28, 2004

Dear Stockholder:

If you have not yet cast your vote for the Intel 2004 Annual Stockholders Meeting to be held May 19, we urge you to take a moment and **VOTE NOW**.

There are six proposals on the agenda that require a vote. We ask that you support the Board of Directors and vote **FOR Proposals 1, 2, and 3** and vote **AGAINST Proposals 4, 5, and 6**.

We believe our record in managing the issues in these proposals has delivered value to stockholders, customers and employees. During our collective tenure, the company has been an industry leader as its market value has grown from \$50 million to \$180 billion and its stockholders' equity has grown from \$13.5 million to \$38 billion.

The Board of Directors has been integral to this success, and we recommend a vote for Proposal 1 to elect the Board. The Audit Committee of the Board has asked stockholders to ratify its selection of independent auditor and recommends a vote for Proposal 2. Proposal 3 is a new plan that will allow the company to continue to rely on stock options as its primary long-term incentive to encourage employees to think like owners, and we recommend a vote for Proposal 3. The remaining three proposals are specific suggestions regarding incentive pay. We believe these proposals would limit our flexibility in attracting and retaining the employees necessary to perform in a highly competitive industry, and we recommend votes against Proposals 4, 5 and 6. More information about these proposals is in the Proxy Statement and prior letter sent to you.

Voting is quick and easy, and for most stockholders can be done via the Internet, by phone or by mail. If you have any questions about how to vote, call Intel Investor Relations at (408) 765-1480. If you have already voted, please accept our thanks.

We are asking for your support, but most importantly we are asking you to take a position and vote. Your vote – the vote of every stockholder – is important. **Please vote.**

Sincerely yours,

Andrew S. Grove

Chairman

Craig R. Barrett

Chief Executive Officer

Paul S. Otellini

President and Chief

Operating Officer