

BARSHEFSKY CHARLENE  
 Form 4  
 July 21, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BARSHEFSKY CHARLENE**

(Last) (First) (Middle)

**WILMERHALE, 1875  
 PENNSYLVANIA AVENUE, NW**

(Street)

**WASHINGTON, DC 20006**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**07/17/2008**

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)

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 Following 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)	Amount	Price				
COMMON (1)	07/21/2008		M	V	2,823	A	\$ 0	2,823	D	
COMMON								6,800	I	Joint Account with Spouse
COMMON								8,200	I	By 401(k) Plan

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/17/2008		A	3,376	<u>(3)(4)</u>	<u>(3)(4)</u>	COM.STK	3,376
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/17/2008		A	3,377	<u>(3)(4)</u>	<u>(3)(4)</u>	COM.STK	3,377
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/17/2008		A	3,377	<u>(3)(4)</u>	<u>(3)(4)</u>	COM.STK	3,377
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/21/2008		M	2,823	07/21/2008	07/21/2008	COM.STK	2,823

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARSHEFSKY CHARLENE WILMERHALE 1875 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006		X		

## Signatures

CHARLENE BARSHEFSKY  
07/21/2008

\*\*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.
- (4) The reporting person elected to defer settlement of his/her grant of Restricted Stock Units until the termination of his/her service to the Intel Corporation Board of Directors.

This amount includes 2,413 Restricted Stock Units that have vested as to which the settlement has been deferred. Ambassador Barshefsky (5) also holds 39,000 options with the right to buy Intel Corporation common stock and also owns directly 6,838 phantom share units acquired under the Intel Corporation 2006 Deferral Plan for Outside Directors.

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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