

Rodgers Steven Ralph
Form 3
May 24, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Rodgers Steven Ralph
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/16/2018

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
EVP General Counsel

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

C/O INTEL
CORPORATION,Â 2200
MISSION COLLEGE BLVD
(Street)

SANTA CLARA,Â CAÂ 95054
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

18,836

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Performance-based Restricted Stock Units	02/25/2019 ⁽¹⁾	Â ⁽¹⁾	Common Stock	61,140	\$ 0 ⁽²⁾	D	Â
Performance-based Restricted Stock Units	02/28/2021 ⁽³⁾	Â ⁽³⁾	Common Stock	122,255	\$ 0 ⁽⁴⁾	D	Â
Performance-based Restricted Stock Units	03/01/2020 ⁽³⁾	Â ⁽³⁾	Common Stock	114,049	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Units	04/25/2016 ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	13,298	\$ 0 ⁽⁶⁾	D	Â
Restricted Stock Units	04/30/2018 ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	32,412	\$ 0 ⁽⁶⁾	D	Â
Restricted Stock Units	04/30/2018 ⁽⁸⁾	Â ⁽⁸⁾	Common Stock	77,346	\$ 0 ⁽⁶⁾	D	Â
Restricted Stock Units	05/01/2017 ⁽⁹⁾	Â ⁽⁹⁾	Common Stock	17,379	\$ 0 ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rodgers Steven Ralph C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054	Â	Â	Â EVP General Counsel	Â

Signatures

/s/ Brian Petirs,
attorney-in-fact

05/24/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 0% and no more than 200% of one share of Intel common stock three years and one month after the grant date (together with the dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.

(1) Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 0% 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 on the grant date and ending on the third anniversary of the grant date, 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.

(3)

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Unless earlier forfeited under the terms of the performance-based RSU, each performance-based RSU vests and converts into no more than 200% of one share of Intel common stock three years and one month after 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, up to 200% of one share of Intel common stock. The number of shares of Intel common stock acquired upon vesting of the performance-based RSUs is contingent upon

(4) the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date, 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.

Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially

(5) equal quarterly tranches, beginning on April 25, 2016. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

(6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially

(7) equal quarterly tranches, beginning on April 30, 2018. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

Unless earlier forfeited under the terms of the RSU, 1/8th of the awards vest and convert into common stock in eight substantially equal

(8) quarterly tranches, beginning on April 30, 2018. If the quarterly vesting date falls on a nonbusiness date, the next business date shall apply.

Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially

(9) equal quarterly tranches, beginning on May 1, 2017. If the quarterly vesting date falls on a non-business date, 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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