Melamed Arthur Douglas Form 4 January 26, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Melamed Arthur Douglas

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

INTEL CORP [INTC]

(Check all applicable)

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

Director 10% Owner X_ Officer (give title Other (specify

2200 MISSION COLLEGE BLVD.

(First)

01/22/2010

below)

Sr VP, General Counsel

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

1. Title of Security (Instr. 3)

(City)

(State) (Zip)

(Month/Day/Year)

(Middle)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or 5. Amount of Securities

7. Nature of Ownership Indirect Form: Beneficial Ownership Direct (D)

Execution Date, if (Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported (I) Transaction(s)

or Indirect (Instr. 4) (Instr. 4)

(A)

Beneficially

Owned

(Instr. 3 and 4) Code V Amount (D) Price

No

Owned

Non-Derivative Securities Are Beneficially

0 D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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)

5 Number of

6 Date Exercisable and

3. Transaction Date 3A. Deemed

7. Title

Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underly (Instr. 3
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (1)	01/22/2010		A	73,890	01/22/2011(2)	(2)	Comr Stoo
Performance-based Restricted Stock Units	\$ 0 (3)	01/22/2010		A	34,660	02/22/2013(4)	<u>(4)</u>	Comr Stoo
Employee Stock Option (Right to Buy)	\$ 20.3	01/22/2010		A	114,680	01/22/2011(5)	01/22/2017	Comr Stoo

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Melamed Arthur Douglas 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054

Sr VP, General Counsel

Signatures

1 Title of Derivative

/s/ Wendy Yemington, attorney-in-fact

01/26/2010

**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) 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, 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.

Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% 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

(3) 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 anniversay 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.

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- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 33% and no more than 200% of one share of Intel common stock three years and one month 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.
- Unless earlier forfeited or accelerated under the terms of the option, the option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.

Remarks:

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.