

Rodgers Steven Ralph
Form 4
February 01, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rodgers Steven Ralph

(Last) (First) (Middle)

C/O INTEL CORPORATION, 2200
MISSION COLLEGE BLVD

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INTEL CORP [INTC]

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

01/30/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/30/2019		M		2,946	A	11	39,979	D	
Common Stock	01/30/2019		F		1,019	D	\$ 47.07	38,960	D	
Common Stock	01/30/2019		M		11,049	A	11	50,009	D	
Common Stock	01/30/2019		F		3,821	D	\$ 47.07	46,188	D	

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

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(9-02)

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 Underlying Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(1)</u>	01/30/2019		M			2,946	04/30/2018 ⁽²⁾	⁽²⁾	Common Stock
Restricted Stock Units	<u>(1)</u>	01/30/2019		M			11,049	04/30/2018 ⁽³⁾	⁽³⁾	Common Stock
Performance-Based Stock Units	<u>(4)</u>	01/30/2019		A		107,338		01/31/2022 ⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Stock Units	<u>(1)</u>	01/30/2019		A		26,835		04/30/2019 ⁽⁶⁾	⁽⁶⁾	Common Stock

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			EVP General Counsel	

Signatures

/s/ Brian Petirs,
attorney-in-fact

02/01/2019

__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, 1/12th of the awards vest and convert into common stock in twelve substantially 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.

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- Unless earlier forfeited under the terms of the RSU, 1/8th of the awards vest and convert into common stock in eight substantially equal
- (3) quarterly tranches, beginning on April 30, 2018. If the quarterly vesting date falls on a nonbusiness date, the next business date shall apply.

- Each performance-based stock unit (PSU) 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 PSUs is contingent upon the achievement of
- (4) pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning with the first day of the fiscal year of the grant date and ending on the last day of the fiscal year of the second anniversary of the grant date.

- (5) Unless earlier forfeited under the terms of the PSU, each PSU vests and converts into no more than 200% of one share of Intel common stock on January 31, 2022, unless that date falls on a non-business date, in which case 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
- (6) equal quarterly tranches, beginning on April 30, 2019. 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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