

INTEL CORP
Form 4
March 16, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OTELLINI PAUL S

(Last) (First) (Middle)

**INTEL CORPORATION, 2200
MISSION COLLEGE BLVD.**

(Street)

SANTA CLARA, CA 95052

(City) (State) (Zip)

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

INTEL CORP [INTC]

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

03/14/2006

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)

PRESIDENT AND CEO

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| COMMON | 03/14/2006 | | M | V Amount (A) or (D) Price 192,000 A \$ 7.67 | 887,369 | D | |
| COMMON | 03/14/2006 | | S | 1,600 D \$ 19.66 | 885,769 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | | S | 600 D \$ 19.67 | 885,169 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | | S | 1,200 D \$ 19.68 | 883,969 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | | S | 4,800 D \$ 19.69 | 879,169 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | | S | 2,200 D \$ 19.7 | 876,969 ⁽¹⁾ | D | |

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| | | | | | | | | |
|--------|------------|---|--------|---|-------------|------------------------|---|---|
| COMMON | 03/14/2006 | S | 9,000 | D | \$ 19.71 | 867,969 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | S | 5,900 | D | \$ 19.72 | 862,069 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | S | 6,100 | D | \$ 19.73 | 855,969 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | S | 5,300 | D | \$ 19.74 | 850,669 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | S | 14,150 | D | \$ 19.75 | 836,519 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | S | 6,400 | D | \$ 19.76 | 830,119 ⁽¹⁾ | D | |
| COMMON | 03/14/2006 | S | 21,100 | D | \$ 19.77 | 809,019 ⁽¹⁾ | D | |
| COMMON | | | | | | 700 | I | By self for daughter |
| COMMON | | | | | | 2,667 | I | By Employee Benefit Plan Trust |
| COMMON | | | | | | 1,311 | I | By Employee Benefit Plan Trust (Spouse) |

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

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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 and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|-----|--|--------------------|-------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee | \$ 7.67 | 03/14/2006 | | M | | 192,000 | | 04/09/2001 | 04/09/2006 | COM | 192,000 |

Options
(right to
buy)

STK

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OTELLINI PAUL S INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95052 | | | PRESIDENT AND CEO | |

Signatures

PAUL S.
OTELLINI 03/15/2006

Signature of Date
Reporting Person

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) Includes 917 shares acquired under the Intel Corporation Stock Participation Plan during February 2006. Also includes 1,961.36 shares acquired under the Intel Corporation Dividend Reinvestment Plan during March 2006.

Remarks:

Remarks: 1 of 2 Forms 4

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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