#### POTTRUCK DAVID S

Form 4 July 30, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

may continue.

POTTRUCK DAVID S			Symbol INTEL CORP [INTC]			Issuer				
	(Last)	(First)	(Middle)	3 Date of	Earliest Tra	nsaction		(Ch	eck all applicable	le)
	RED EAGLI	E VENTURE PEAR STREE	S,	(Month/D: 07/26/20	ay/Year)	moderion		_X_ Director Officer (gi below)	Officer (give title Other (specify	
(Street) SAN FRANCISCO, CA 94105			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table	l - Non-D	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	ally Owned
	1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Executi any		3. Transactic Code (Instr. 8)	4. Securit	ties (A) or of (D)	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 Stock							52,449	D	
	Common Stock							8,400	I	By Annuity Trust (1) for Brother
	Common Stock							5,000	I	By Annuity Trust (2) for Brother
	Common Stock							800	I	By Daughter

Daughter

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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.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 <u>(1)</u>	07/26/2012		A	4,300	07/26/2013(2)	<u>(2)</u>	Common Stock
Performance-based Restricted Stock Units	\$ 0 (3)	07/26/2012		A	3,023	07/26/2015(4)	<u>(4)</u>	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
POTTRUCK DAVID S RED EAGLE VENTURES, INC. 201 SPEAR STREET, SUITE 1150 SAN FRANCISCO, CA 94105	X				

## **Signatures**

/s/ Wendy Yemington, attorney-in-fact

\*\*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.
- (2) 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.

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Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% 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 January 24, 2012 and ending on January 24, 2015, 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 Performance-based RSU, each Performance-based RSU vests and converts into no less than 50% and no more than 200% of one share of Intel common stock three years 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.

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.