

BARSHEFSKY CHARLENE

Form 4

July 26, 2017

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BARSHEFSKY CHARLENE

(Last) (First) (Middle)

WILMER CUTLER PICKERING  
HALE & DORR, 1875  
PENNSYLVANIA AVENUE, NW

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

INTEL CORP [INTC]

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

07/24/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Stock	07/24/2017		M	(A) or (D) Amount (1) 1,067 Price \$ 0	78,094	D	
Common Stock	07/24/2017		M	(A) or (D) Amount (1) 3,922 Price \$ 0	82,016	D	
Common Stock					8,200	I	By 401(k) Plan
Common Stock					6,800	I	Joint Account with Spouse

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

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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. 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/24/2017		M	1,067	07/24/2015 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock
Performance-based Restricted Stock Units	\$ 0 <sup>(4)</sup>	07/24/2017		M	1,815	07/24/2017 <sup>(5)</sup>	<sup>(5)</sup>	Common Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BARSHEFSKY CHARLENE  
WILMER CUTLER PICKERING HALE & DORR  
1875 PENNSYLVANIA AVENUE, NW  
WASHINGTON, DC 20006

X

## Signatures

/s/ Brian Petirs,  
attorney-in-fact

07/26/2017

\*\*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) Shares acquired on the vesting of restricted stock units.

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

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- (3) Unless earlier forfeited under the terms of the RSU, 33 1/3% of the awards vest and convert 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, up to 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 performance period beginning on January 23, 2014 and ending on January 23, 2017, 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.
- (4)

- 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 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.
- (5)

- Due to a limitation in the filing software, the total number of shares of Common Stock received was 3,922, as reported above in Table I.
- (6) The conversion rate of the Performance-based Restricted Stock was 200.000%. Upon conversion of the RSUs, the Reporting Person received an additional 1,815 shares of Common Stock. Upon conversion of \$10,781.10 in dividend equivalents, the Reporting person received an additional 292 shares of Common Stock.

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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