

Krzanich Brian M
 Form 4
 December 01, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Krzanich Brian M

2. Issuer Name and Ticker or Trading Symbol
 INTEL CORP [INTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
 11/29/2017

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

(Street)
 SANTA CLARA, CA 95054

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	11/29/2017		M		\$ 12.985	D	
Common Stock	11/29/2017		S		\$ 44.05 (1)	D	
Common Stock	11/29/2017		M		\$ 26.795	D	
Common Stock	11/29/2017		S		\$ 44.05 (2)	D	
Common Stock	11/29/2017		M		\$ 20.3	D	

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Common Stock	11/29/2017	S	65,000 <u>(1)</u>	D	\$ 44.05 <u>(2)</u>	495,743	D
Common Stock	11/29/2017	M	322,580	A	\$ 21.055	818,323	D
Common Stock	11/29/2017	S	322,580 <u>(1)</u>	D	\$ 44.05 <u>(2)</u>	495,743	D
Common Stock	11/29/2017	M	134,350	A	\$ 24.165	630,093	D
Common Stock	11/29/2017	S	134,350 <u>(1)</u>	D	\$ 44.05 <u>(2)</u>	495,743	D
Common Stock	11/29/2017	S	242,830 <u>(1)</u>	D	\$ 44.555 <u>(3)</u>	252,913	D
Common Stock	11/29/2017	S	2,913 <u>(1)</u>	D	\$ 44.555 <u>(3)</u>	250,000	D

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (Right to Buy)	\$ 12.985	11/29/2017		M	20,625	01/23/2014	01/23/2019	Common Stock	20,625
Employee Stock Option (Right to Buy)	\$ 26.795	11/29/2017		M	101,580	01/24/2013 ⁽⁴⁾	01/24/2019	Common Stock	101,580
	\$ 20.3	11/29/2017		M	65,000	01/22/2015	01/22/2020		65,000

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 21.055	11/29/2017	M	322,580	01/24/2014 ⁽⁴⁾	01/24/2020		Common Stock	322
Employee Stock Option (Right to Buy)	\$ 24.165	11/29/2017	M	134,350	05/16/2014 ⁽⁴⁾	05/16/2020		Common Stock	134

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krzanich Brian M C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	X		CEO	

Signatures

/s/ Brian Petirs,
attorney-in-fact

12/01/2017

**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) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the reporting person on October 30, 2017 that are intended to comply with Rule 10b5-1(c).

This transaction was executed in multiple trades at prices ranging from \$43.785 to \$44.30. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (2) This transaction was executed in multiple trades at prices ranging from \$44.30 to \$45.07. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (3) 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.

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.