

Rodgers Steven Ralph
 Form 4
 February 01, 2019

FORM 4

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

OMB APPROVAL

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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

(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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/30/2019		M		2,946 A \$47.07	D	
Common Stock	01/30/2019		F		1,019 D \$47.07	D	
Common Stock	01/30/2019		M		11,049 A \$47.07	D	
Common Stock	01/30/2019		F		3,821 D \$47.07	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 Instrument (Instr. 3)
Restricted Stock Units	(1)	01/30/2019		M	2,946	04/30/2018 ⁽²⁾	Common Stock
Restricted Stock Units	(1)	01/30/2019		M	11,049	04/30/2018 ⁽³⁾	Common Stock
Performance-Based Stock Units	(4)	01/30/2019		A	107,338	01/31/2022 ⁽⁵⁾	Common Stock
Restricted Stock Units	(1)	01/30/2019		A	26,835	04/30/2019 ⁽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.
- (2)

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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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