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INTEL CORP  
Form S-8  
June 17, 2005

As filed with the Securities and Exchange Commission on June 17,  
2005

Registration No. 333-\_\_\_\_\_

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

-----  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

INTEL CORPORATION

-----  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

94-1672743

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

2200 MISSION COLLEGE BLVD.  
SANTA CLARA, CA

95054-8119

-----  
(Address of Principal Executive Offices)

(Zip Code)

INTEL CORPORATION 2004 EQUITY INCENTIVE PLAN

-----  
(Full Title of the Plan)

CARY I. KLAFTER, ESQ.  
VICE PRESIDENT AND SECRETARY  
INTEL CORPORATION  
2200 MISSION COLLEGE BLVD.  
SANTA CLARA, CA 95054-8119

-----  
(Name and Address of Agent for Service)

(408) 765-8080

-----  
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:  
RONALD O. MUELLER, ESQ.  
GIBSON, DUNN & CRUTCHER LLP  
1050 CONNECTICUT AVENUE, N.W. SUITE 300  
WASHINGTON, DC 20036  
(202) 955-8500

-----  
CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)

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Registered

Registered	-----	-----	-----	-----	-----
Common					
Stock, par value	130,000,000	\$26.92	\$3,499,600,000	\$411,902.92	
\$0.001 per share	shares				

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Registrant's common stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee.
- (3) Calculated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act based upon the average of the high and low prices of the Common Stock on the Nasdaq National Market on June 14, 2005, which was \$26.92.

EXPLANATORY NOTE

This Registration Statement relates to the registration of additional securities under the Intel Corporation 2004 Equity Incentive Plan (the "Plan"). In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8, Commission File No. 333-115625, filed by Intel Corporation on May 19, 2004 with the Securities and Exchange Commission (the "Commission") related to the Plan are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of Intel Corporation with the Commission, each of the following exhibits is filed herewith:

Exhibit No.	Exhibit Description
4.2*	Intel Corporation Bylaws, as amended, (incorporated by reference to Exhibit 3.1 of the Corporation's Form 8-K, as filed with the Commission on May 20, 2005, File No. 000-06217).
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).

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23.2 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.

24. Power of Attorney (contained on signature page hereto).

\*Incorporated by reference

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 17th day of June, 2005.

INTEL CORPORATION

By: /s/ Andy D. Bryant
-----
Andy D. Bryant
Executive Vice President,
Chief Financial and
Enterprise Services Officer

Each person whose signature appears below constitutes and appoints D. Bruce Sewell, Andy D. Bryant, and Cary I. Klafter and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

[REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Table with 3 columns: Signature, Title, Date. Rows include Craig R. Barrett (Chairman of the Board and Director) and Paul S. Otellini (President, Chief Executive) dated June 17, 2005.

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Paul S. Otellini	Officer and Director	
/s/ Charlene Barshefsky Charlene Barshefsky	Director	June 17, 2005
/s/ E. John P. Browne E. John P. Browne	Director	June 17, 2005
/s/ Andy D. Bryant Andy D. Bryant	Executive Vice President, Chief Financial officer and Principal Accounting Officer	June 17, 2005
D. James Guzy	Director	
/s/ Reed E. Hundt Reed E. Hundt	Director	June 17, 2005
/s/ David S. Pottruck David S. Pottruck	Director	June 17, 2005
/s/ Jane E. Shaw Jane E. Shaw	Director	June 17, 2005
/s/ John L. Thornton John L. Thornton	Director	June 17, 2005
/s/ David B. Yoffie David B. Yoffie	Director	June 17, 2005

### EXHIBIT INDEX

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