

INTEL CORP
Form 4
March 16, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OTELLINI PAUL S

(Last) (First) (Middle)

**INTEL CORPORATION, 2200
MISSION COLLEGE BLVD.**

(Street)

SANTA CLARA, CA 95052

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2006

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)

PRESIDENT AND CEO

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)
			Code	V	Amount	(A) or (D)	Price		
COMMON	03/14/2006		S		24,203	D	\$ 19.78	784,816 ⁽¹⁾	D
COMMON	03/14/2006		S		7,939	D	\$ 19.79	776,877 ⁽¹⁾	D
COMMON	03/14/2006		S		7,548	D	\$ 19.8	769,329 ⁽¹⁾	D
COMMON	03/14/2006		S		7,450	D	\$ 19.81	761,879 ⁽¹⁾	D
COMMON	03/14/2006		S		16,900	D	\$ 19.82	744,979 ⁽¹⁾	D
COMMON	03/14/2006		S		8,575	D		736,404 ⁽¹⁾	D

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						\$ 19.83			
COMMON	03/14/2006	S	9,600	D	\$ 19.84	726,804 ⁽¹⁾	D		
COMMON	03/14/2006	S	4,419	D	\$ 19.86	722,385 ⁽¹⁾	D		
COMMON	03/14/2006	S	12,700	D	\$ 19.87	709,685 ⁽¹⁾	D		
COMMON	03/14/2006	S	8,858	D	\$ 19.88	700,827 ⁽¹⁾	D		
COMMON	03/14/2006	S	5,458	D	\$ 19.85	695,369 ⁽¹⁾	D		
COMMON						700	I		By self for daughter
COMMON						2,667	I		By Employee Benefit Plan Trust
COMMON						1,311	I		By Employee Benefit Plan Trust (Spouse)

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 and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Options (right to buy)	\$ 7.67	03/14/2006		M		192,000		04/09/2001	04/09/2006	COM STK	192,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OTELLINI PAUL S INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95052			PRESIDENT AND CEO	

Signatures

PAUL S.
OTELLINI 03/15/2006

**Signature of Date
Reporting Person

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) Includes 917 shares acquired under the Intel Corporation Stock Participation Plan during February 2006. Also includes 1,961.36 shares acquired under the Intel Corporation Dividend Reinvestment Plan during March 2006.

Remarks:

Remarks: 2 of 2 Forms 4

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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