

INTEL CORP
Form 4
April 18, 2008

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 *
SODHANI ARVIND

(Last) (First) (Middle)

**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)

04/17/2008

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 ____ Other (specify
below) below)

EXEC. VP; PRES. INTEL CAPITAL

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 Indirect Beneficial Ownership (Instr. 4)
COMMON				(A) or (D)	360,347	D	
COMMON				(A) or (D)	4,000	I	Held by Mother
COMMON				(A) or (D)	33.114	I	By Employee Benefit Plan Trust

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)	8. Amount of Net Change		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Employee Option (right to buy)	\$ 22.11	04/17/2008		A		58,750		04/17/2009	04/17/2015	COM.STK	5
Employee Option (right to buy)	\$ 22.11	04/17/2008		A		58,750		04/17/2010	04/17/2015	COM.STK	5
Employee Option (right to buy)	\$ 22.11	04/17/2008		A		58,750		04/17/2011	04/17/2015	COM.STK	5
Employee Option (right to buy)	\$ 22.11	04/17/2008		A		58,750		04/17/2012	04/17/2015	COM.STK	5
Restricted Stock Units	\$ 0 ⁽¹⁾	04/17/2008		A		8,375		04/17/2009 ⁽²⁾	04/17/2009 ⁽²⁾	COM.STK	5
Restricted Stock Units	\$ 0 ⁽¹⁾	04/17/2008		A		8,375		04/17/2010 ⁽²⁾	04/17/2010 ⁽²⁾	COM.STK	5
Restricted Stock Units	\$ 0 ⁽¹⁾	04/17/2008		A		8,375		04/17/2011 ⁽²⁾	04/17/2011 ⁽²⁾	COM.STK	5
Restricted Stock Units	\$ 0 ⁽¹⁾	04/17/2008		A		8,375		04/17/2012 ⁽²⁾	04/17/2012 ⁽²⁾	COM.STK	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SODHANI ARVIND INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			EXEC. VP; PRES. INTEL CAPITAL	

Signatures

ARVIND
SODHANI 04/18/2008

**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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (2) Unless earlier forfeited under the terms of the RSU, 25% of the award vests and converts 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.

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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