

INTEL CORP
Form 4
July 24, 2013

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 *
Yeary Frank D

(Last) (First) (Middle)

C/O INTEL CORP, 2200 MISSION COLLEGE BLVD., RN4-151

(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)
07/22/2013

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 07/22/2013 | | M | 6,667 (1) A \$ 0 | 49,367 (2) | D | |
| Common Stock | 07/22/2013 | | M | 1,577 (1) A \$ 0 | 50,944 | D | |
| Common Stock | 07/22/2013 | | M | 1,485 (1) A \$ 0 | 52,429 | D | |
| Common Stock | 07/22/2013 | | M | 3,776 (1) A \$ 0 | 56,205 | 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 and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | \$ 0 ⁽³⁾ | 07/22/2013 | | M | 6,667 | 07/22/2011 ⁽⁴⁾ - ⁽⁴⁾ | Common Stock |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 07/22/2013 | | M | 1,577 | 07/22/2011 ⁽⁴⁾ - ⁽⁴⁾ | Common Stock |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 07/22/2013 | | M | 1,485 | 07/22/2012 ⁽⁴⁾ - ⁽⁴⁾ | Common Stock |
| Performance-based Restricted Stock Units | \$ 0 ⁽⁵⁾ | 07/22/2013 | | M | 3,080 | 07/22/2013 ⁽⁶⁾ - ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|---|--|--|--|
| Yeary Frank D C/O INTEL CORP 2200 MISSION COLLEGE BLVD., RN4-151 SANTA CLARA, CA 95054 | X | | | |
|---|---|--|--|--|

Signatures

| | |
|--|------------|
| /s/ Wendy Yemington, attorney-in-fact | 07/24/2013 |
|--|------------|

 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) Shares acquired on the vesting of restricted stock units.
- (2) Includes 3,092 shares not previously reported that were acquired upon dividend reinvestment.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (4) Unless earlier forfeited under the terms of the RSU, 33 1/3% 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.

Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting number of shares of Intel common stock acquired upon vesting of the Performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning on January 22, 2010 and ending on January 22, 2013, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.

- (5) Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 33% and no more than 200% of one share of Intel common stock three years after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.

Due to a limitation in the filing software, the total number of shares of Common Stock received was 3,776, as reported above in Table I. The conversion rate of the Performance-based Restricted Stock was 110.059%. Upon conversion of the RSUs, the Reporting Person received an additional 309 shares of Common Stock. Upon conversion of \$8,192.57 in dividend equivalents, the Reporting person received an additional 387 shares of Common Stock.

(7) 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.