

INTEL CORP  
Form 4  
February 26, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HOLT WILLIAM M**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/24/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec VP GM, Tech & Mfg Grp**

**SANTA CLARA, CA 95054**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
Common Stock	02/24/2016		M	(A) 72,554 (1)	\$ 0	92,525 (2)	D
Common Stock	02/24/2016		F	(D) 36,968 (3)	\$ 28.8375	55,557	D
Common Stock					2,908	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**

SEC 1474 (9-02)



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- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than
- (5) 50% and no more than 200% of one share of Intel common stock three years and one month 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 72,554 as reported above in Table I.
- (6) The conversion rate of the Performance-based Restricted Stock was 92.853%. Upon conversion of the RSUs, the Reporting Person received 65,897 shares of Common Stock. Upon conversion of \$199,009 in dividend equivalents, the Reporting person received an additional 6,657 shares of Common Stock.

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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