

INTEL CORP  
Form S-8 POS  
June 21, 2007

As filed with the Securities and Exchange Commission on June 21, 2007

Registration No. 333-125914

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

INTEL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation or Organization)

**2200 Mission College Blvd.  
Santa Clara, CA**

(Address of Principal Executive Offices)

**94-1672743**

(I.R.S. Employer  
Identification Number)

**95054-1549**  
(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 95054-1549**

(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, NW, Suite 300

Washington, DC 20036

(202) 955-8500

**EXPLANATORY NOTE**

Intel Corporation ( Intel ) registered 130,000,000 shares of its common stock for issuance under the Intel Corporation 2004 Equity Incentive Plan (the Plan ) pursuant to Registration Statement on Form S-8, File No. 333-125914, filed with the Securities and Exchange Commission on June 17, 2005. On June 21, 2006, Intel filed Post-Effective Amendment No. 1 to deregister 63,972,961 shares of Intel common stock that have not yet been issued under the Plan. This Post-Effective Amendment No. 2 is being filed to deregister an additional 27,914,419 shares of Intel common stock that have not yet been issued under the Plan.

Accordingly, Intel hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-125914, 27,914,419 shares of its common stock that have not been and will not be issued under the Plan.

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**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 Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 21st day of June, 2007.

**INTEL CORPORATION**

By: /s/ Cary I. Klafter  
Cary I. Klafter  
Vice President and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____	Chairman of the Board and Director	June 21, 2007
Craig R. Barrett *	President, Chief Executive Officer and Director	June 21, 2007
Paul S. Otellini *	Director	June 21, 2007
Charlene Barshefsky *	Executive Vice President, Chief Financial and Enterprise Services Officer	June 21, 2007
Andy D. Bryant _____	Director	
Susan L. Decker _____	Director	
D. James Guzy *	Director	June 21, 2007
Reed E. Hundt _____	Director	
James D. Plummer *	Director	June 21, 2007
David S. Pottruck *	Director	June 21, 2007
Jane E. Shaw *	Director	June 21, 2007
John L. Thornton *	Director	June 21, 2007
David B. Yoffie _____		

\* By: /s/ Cary I. Klafter

Name: Cary I. Klafter

Title: Attorney-in-Fact