

KILROY THOMAS M
 Form 4
 November 03, 2009

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 *
KILROY THOMAS M

(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)
10/30/2009

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)
VP, GM SALES & MARKETING GRP

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount (D) Price | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title |
|--------------------------------------|------------------------------|------------------|-----------------|--------------------------|---------|---------------------------|-----------------|--------------|
| | | | | (Instr. 3, 4, and 5) (A) | (D) | | | |
| Employee Stock Option (Right to Buy) | \$ 25.6875 | 10/30/2009 | D | | 5,908 | 03/21/2002 ⁽¹⁾ | 03/21/2011 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 38.8125 | 10/30/2009 | D | | 10,000 | 10/10/2004 ⁽³⁾ | 10/10/2010 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 31.83 | 10/30/2009 | D | | 5,000 | 10/16/2004 ⁽⁵⁾ | 10/16/2013 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 26.995 | 10/30/2009 | D | | 16,500 | 04/15/2005 ⁽⁵⁾ | 04/15/2014 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.225 | 10/30/2009 | D | | 14,520 | 04/10/2006 | 04/10/2011 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 31.945 | 10/30/2009 | D | | 10,000 | 11/27/2006 | 11/27/2011 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 29.325 | 10/30/2009 | D | | 10,800 | 04/09/2007 | 04/09/2012 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.365 | 10/30/2009 | D | | 10,800 | 04/13/2007 | 10/31/2011 | Common Stock |
| | \$ 21.52 | 10/30/2009 | D | | 125,000 | 04/19/2008 ⁽⁵⁾ | 04/19/2014 | |

Employee
Stock
Option
(Right to
Buy)

Commo
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 22.11

10/30/2009

D

160,000

04/17/2009⁽⁵⁾

04/17/2015

Commo
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 19.04

10/30/2009

A

260,646

10/30/2010⁽¹⁴⁾

10/30/2016

Commo
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

KILROY THOMAS M
INTEL CORPORATION
2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA 95054

VP, GM SALES & MARKETING GRP

Signatures

/s/ Wendy Yemington,
attorney-in-fact

11/03/2009

**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) This option vests in two equal annual installments beginning on the first anniversary of the grant date.
- (2) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 1,313 shares.
- (3) This option vests in two equal annual installments beginning on the fourth anniversary of the grant date.
- (4) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 94 shares.
- (5) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
- (6) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 1,852 shares.
- (7) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 9,166 shares.
- (8) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 4,149 shares.

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- (9) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 1,087 shares.
- (10) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 2,400 shares.
- (11) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 3,086 shares.
- (12) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 104,166 shares.
- (13) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 133,333 shares.
- (14) The option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (15) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 260,646 shares.

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.