

Krzanich Brian M
 Form 4
 April 26, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Krzanich Brian M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2200 MISSION COLLEGE BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EXEC VP, COO

SANTA CLARA, CA 95054

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

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount (A) or (D) Price | | | |
| Common Stock | 04/24/2013 | | M | | 3,699 (1) | A | \$ 0 170,431 | D |
| Common Stock | 04/24/2013 | | F | | 1,931 (2) | D | \$ 23.5175 168,500 | D |
| Common Stock | 04/24/2013 | | M | | 4,198 (1) | A | \$ 0 172,698 | D |
| Common Stock | 04/24/2013 | | F | | 2,191 (2) | D | \$ 23.5175 170,507 | D |
| Common Stock | 04/24/2013 | | M | | 5,343 (1) | A | \$ 0 175,850 | D |

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Common Stock 04/24/2013 F 2,788 (2) D \$ 23.5175 173,062 D

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 (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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/24/2013 | | M | 3,699 | 04/24/2011 ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 3,699 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/24/2013 | | M | 4,198 | 04/24/2012 ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 4,198 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/24/2013 | | M | 5,343 | 04/24/2013 ⁽⁶⁾ ⁽⁶⁾ | Common Stock | 5,343 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Krzanich Brian M
2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA 95054

EXEC VP, COO

Signatures

/s/ Wendy Yemington,
attorney-in-fact

04/26/2013

 **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) Shares withheld for payment of tax liability.

(3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2011. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2013. If the quarterly vesting date falls on a non-business date, 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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