

SWAN ROBERT HOLMES

Form 4

February 05, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SWAN ROBERT HOLMES**

(Last) (First) (Middle)

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)  
02/01/2019

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)  
CEO

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)
Common Stock	02/01/2019		M	2,934 A	141,961	D	
Common Stock	02/01/2019		F	1,015 D	\$ 140,946	D	
Common Stock					3,364	I	By Family 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  
required to respond unless the form  
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SEC 1474  
(9-02)

number.

**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)
				Code V	(A) (D)	Date Exercisable Expiration Date
Restricted Stock Units	(1)	02/01/2019		M	2,934	05/01/2017(2) (2)
Employee Stock Option (Right to Buy)	\$ 48.73	02/01/2019		A	1,800,000	(3) 02/01/2029
Performance-Based Stock Units	(4)	02/01/2019		A V	272,441	(4) (4)
Performance-Based Stock Units	(5)	02/01/2019		A	450,000	(5) (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWAN ROBERT HOLMES 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	X		CEO	

## Signatures

/s/ Brian Petirs,  
attorney-in-fact

02/05/2019

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) 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 awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on May 1, 2017. 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 option, the option vests in equal annual installments on the first four anniversaries of the grant date. The option shall become exercisable only if, during the five-year performance period following the grant date, a certain pre-established performance metric, approved by the Compensation Committee, is achieved, as further described in the Offer Letter.

(4)

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Each performance-based stock unit (PSU) represents the contingent right to receive, subject to vesting, up to 125% of one share of Intel Corporation (Intel) common stock. Unless earlier forfeited under the terms of the PSUs, half of these PSUs vests on each of January 30, 2021 and January 30, 2022, or the next business date if applicable. The number of shares of Intel common stock acquired upon vesting of the PSUs is contingent upon the achievement of performance metrics, approved by the Compensation Committee (Compensation Committee) of the Intel Board of Directors, over the two- or three-fiscal year performance periods, as applicable, preceding the PSUs' vesting dates, as further described in the Offer Letter between Intel and the reporting person dated January 30, 2019 (Offer Letter), Exhibit 10.1 to Intel's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 31, 2019.

- Each PSU represents the right to receive, following vesting, up to 200% of one share of Intel common stock. Unless earlier forfeited under the terms of the PSUs, on the third anniversary of the grant date (or the next business date if applicable), these PSU may vest in respect of up to half of the shares of Intel common stock subject to the PSUs, and on the fifth anniversary of the grant date (or the next business date if applicable), these PSUs may vest in respect of all of the shares of Intel common stock subject to the PSUs not previously vested. The number of shares of Intel common stock acquired upon any vesting of the PSUs is contingent upon the achievement of certain pre-established performance metrics, approved by the Compensation Committee, during the three- and five-year performance periods following the grant date, as further described in the Offer Letter.
- (5)

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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