

SWAN ROBERT HOLMES
Form 4
February 05, 2019

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 *
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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/01/2019		M	2,934 A	141,961	D	
Common Stock	02/01/2019		F	1,015 D \$ 48.03	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.

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

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.

(2) 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.

(5) 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.

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.