HUNDT REED E Form 4 April 02, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Ad HUNDT, REEI			ne and Ticl			Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) MC KINSEY & 600 14TH STR	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)					tatement for nth/Day/Year I/03	10	X Director 10% Owner Officer (give title below) Other (specify below)			
WASHINGTO						Amendment, e of Original onth/Day/Year)	(C <u>X</u> Pe	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City	T	able	I Non-D	erivati	ve Seci	Securities Acquired, Disposed of, or Beneficially Owner					
1. Title of Security (Instr. 3)	3. Trans- 4. Securities Acquire action Code (A) or Disposed of (Instr. 8) (Instr. 3, 4 & 5)							6. Owner- ship Form:	7. Nature of Indirect Beneficial		
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
COMMON									3,000	D	

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g. nuts calls warrants ontions convertible securities)

(c.g., puts, cans, warrants, options, convertible securities)												
1. Title of 2. Conver- 3	3.	3A.	4.	5.	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.	11. Nature		
Derivative sion or	Γrans-	Deemed	Trans-	Number	and Expiration	of Underlying	Derivative	Derivative	Owner-	of Indirect		
Security Exercise a	action	Execution	action	of	Date	Securities	Security	Securities	ship	Beneficial		
Price of D	Date	Date,	Code	Derivati [,]	(M onth/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3) Derivative		if any		Securitie	Y ear)			Owned	of Deriv-	(Instr. 4)		
Security (1	Month/	(Month/	(Instr.	Acquire	l			Following	ative			
	•	Day/	8)	(A) or				Reported	Security:			
Y	Year)	Year)		Dispose	1			Transaction(s)	Direct			

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				f (D) Instr. , 4 &							(D) or Indirect (I) (Instr. 4)		
			Code '	V (A	A) (I		Exer-cisable	Expira- tion Date		Amount or Number of Shares			
Employee Stock Option (right to buy)									COM.STK		50,000	D	
Phantom Share Units(1)	1 for 1	(1)	A	92	24	((1)	(1)	COM.STK	924	3,354	D	

Explanation of Responses:

(1) The Phantom share units were acquired under the Intel Corporation Deferral Plan for Outside Directors on 3/31/03 at a price of \$16.28.

By: /s/ **REED E. HUNDT**

<u>4/2/03</u> Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).