

Smith Stacy J
 Form 4
 April 21, 2008

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 *
 Smith Stacy J

(Last) (First) (Middle)

INTEL CORPORATION, 2200 MISSION CLOLLEGE 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)
 04/17/2008

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, Chief Financial Officer

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				(A) or (D) Price	8,291 ⁽¹⁾	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	58,750	04/17/2009	04/17/2015	COM.STK
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	58,750	04/17/2010	04/17/2015	COM.STK
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	58,750	04/17/2011	04/17/2015	COM.STK
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	58,750	04/17/2012	04/17/2015	COM.STK
Restricted Stock Units	\$ 0 ⁽²⁾	04/17/2008		A	8,375	04/17/2009 ⁽³⁾	04/17/2009 ⁽³⁾	COM.STK
Restricted Stock Units	\$ 0 ⁽²⁾	04/17/2008		A	8,375	04/17/2010 ⁽³⁾	04/17/2010 ⁽³⁾	COM.STK
Restricted Stock Units	\$ 0 ⁽²⁾	04/17/2008		A	8,375	04/17/2011 ⁽³⁾	04/17/2011 ⁽³⁾	COM.STK
Restricted Stock Units	\$ 0 ⁽²⁾	04/17/2008		A	8,375	04/17/2012 ⁽³⁾	04/17/2012 ⁽³⁾	COM.STK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Stacy J			VP, Chief Financial Officer	

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

Signatures

Stacy Smith

04/18/2008

 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) Includes 1,046 shares acquired under the Intel Corporation Stock Purchase Plan during February 2008.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (3) Unless earlier forfeited under the terms of the RSU, 25% of the award vests and converts into common stock on each anniversary of the grant date, unless that date falls on a non-business date, in which case 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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