

INTEL CORP  
Form 4  
July 28, 2015

**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 \*  
**POTTRUCK DAVID S**

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)

**C/O RED EAGLE VENTURES, INC., 201 SPEAR STREET, SUITE 1150**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/24/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

**SAN FRANCISCO, CA 94105**

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	07/24/2015		M	1,067 (1) A \$ 0	81,101	D	
Common Stock	07/26/2015		M	1,434 (1) A \$ 0	82,535	D	
Common Stock	07/26/2015		M	1,588 (1) A \$ 0	84,123	D	
Common Stock	07/26/2015		M	4,754 (1) A \$ 0	88,877	D	
Common Stock					8,400	I	By Annuity Trust (1)

Common Stock	5,000	I	for Brother By Annuity Trust (2) for Brother
Common Stock	800	I	By Daughter

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/24/2015		M	1,067	07/24/2015 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/26/2015		M	1,434	07/26/2013 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/26/2015		M	1,588	07/26/2014 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock
Performance-based Restricted Stock Units	\$ 0 <sup>(4)</sup>	07/26/2015		M	3,023	07/26/2015 <sup>(5)</sup>	<sup>(5)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTRUCK DAVID S C/O RED EAGLE VENTURES, INC. 201 SPEAR STREET, SUITE 1150	X			

SAN FRANCISCO, CA 94105

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

07/28/2015

\_\_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) 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, 33 1/3% of the awards vest and convert 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.

- Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting number of shares of Intel common stock acquired upon vesting of the Performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning January 24, 2012 and ending on January 24, 2015, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- (4)

- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 50% and no more than 200% of one share of Intel common stock three years after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- (5)

- Due to a limitation in the filing software, the total number of shares of Common Stock received was 4,754, as reported above in Table I.
- (6) The conversion rate of the Performance-based Restricted Stock was 146.21%. Upon conversion of the RSUs, the Reporting Person received an additional 1,396 shares of Common Stock. Upon conversion of \$12,063.87 in dividend equivalents, the Reporting person received an additional 335 shares of Common Stock.

### Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

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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