BARSHEFSKY CHARLENE

Form 4 July 21, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

(Print or Type Res	sponses)										
1. Name and Address of Reporting Person * BARSHEFSKY CHARLENE			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]				5. Relationship of Reporting Person(s) to Issuer				
(Last) WILMERHAL PENNSYLVA		iddle)	3. Date of Earliest Transaction (Month/Day/Year) 07/17/2008					(Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street) ON, DC 20006	lment, Date Original /Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	Zip)	Table 1	I - Non-Der	ivative Se	curiti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execu	Deemed ation Date, if th/Day/Year)	3. Transaction Code (Instr. 8)	Disposed (Instr. 3,	(A) of (D) 4 and (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
COMMON (1)	07/21/2008			M	2,823	A	\$ 0	2,823	D		
COMMON								6,800	I	Joint Account with Spouse	
COMMON								8,200	I	By 401(k) Plan	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Date (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (2)	07/17/2008		A	3,376	(3)(4)	(3)(4)	COM.STK	3,376
Restricted Stock Units	\$ 0 (2)	07/17/2008		A	3,377	(3)(4)	(3)(4)	COM.STK	3,377
Restricted Stock Units	\$ 0 (2)	07/17/2008		A	3,377	(3)(4)	(3)(4)	COM.STK	3,377
Restricted Stock Units	\$ 0 (2)	07/21/2008		M	2,823	07/21/2008	07/21/2008	COM.STK	2,823

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARSHEFSKY CHARLENE WILMERHALE 1875 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006

X

Signatures

CHARLENE BARSHEFSKY 07/21/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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 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.
- (4) The reporting person elected to defer settlement of his/her grant of Restricted Stock Units until the termination of his/her service to the Intel Corporation Board of Directors.
- This amount includes 2,413 Restricted Stock Units that have vested as to which the settlement has been deferred. Ambassador Barshefsky (5) also holds 39,000 options with the right to buy Intel Corporation common stock and also owns directly 6,838 phantom share units acquired under the Intel Corporation 2006 Deferral Plan for Outside Directors.

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.