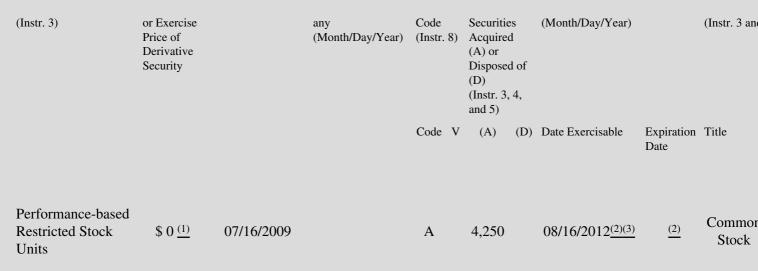
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INTEL CO	RP										
Form 4/A	00										
July 20, 20	ЛЛ								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE Washington, D.C. 20549							COMMISSIC	N OMB Number:	3235-02	87	
Check t if no lo subject Section	to STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 3 20 average		
Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	or Filed put ons ntinue.	(a) of the	Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					response I,	burden hours per response 0.5		
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> SHAW JANE E			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]			Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(Last) (First) (Middle)			3. Date of Earliest Transaction			(Check all applicable)				
C/O INTEL CORPORATION, 2200 MISSON COLLEGE BLVD., SC4-203			(Month/Day/Year) 07/16/2009				X Director Officer (g below)		% Owner her (specify		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 07/20/2009			d	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
SANTA C	LARA, CA 95054	4-1549					Form filed b Person	y More than One R	leporting		
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	Securities A	Acquired, Disposed	l of, or Beneficia	ally Owned		
1.Title of Security (Month/Day/Year) 2A. Deem (Month/Day/Year) Execution any (Month/D			Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	eport on a separate line	e for each cl	lass of sec	urities bene	ficially ow	ned directly of	or indirectly.				
					inforr requi	nation cont red to respo ays a curre	spond to the coll tained in this for ond unless the f ntly valid OMB c	m are not orm	SEC 1474 (9-02)		
	Tab					posed of, or convertible :	Beneficially Own securities)	ed			
1. Title of De Security	erivative 2. Convers			Date 3A. D ar) Execu		4. if Transact	5. Number 6 tionof Derivative E	. Date Exercisabl Expiration Date	e and	7. Title and Underlying	

Underlying

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Reporting Owners

S

(1)

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
SHAW JANE E C/O INTEL CORPORATION 2200 MISSON COLLEGE BLVD., SC4-20 SANTA CLARA, CA 95054-1549	3 X						
Signatures							
/s/ Wendy Yemington, attorney-in-fact	07/20/2009						
**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).

Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% 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 on the grant date and ending on the third anniversay of the grant date, 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.

Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 33% and no more than 200% of one share of Intel common stock three years and one month after the grant date (2)(together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.

(3)Date Exercisable was incorrect in the Reporting Person's original Form 4.

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.