

Yeary Frank D
Form 4
August 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
Yeary Frank D

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 INTEL CORP, 2200 MISSION COLLEGE BLVD., RN4-151

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2012

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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95054

(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 Price			
Common Stock	08/16/2012		M	5,489 (1)	A \$ 0	41,804	D
Common Stock	08/17/2012		S	2,196 (2)	D \$ 26.3601 (3)	39,608	D

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

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- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than
- (5) 33% and no more than 200% of one share of Intel common stock three years and one month 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.

- Due to a limitation in the filing software, the total number of shares of Common Stock received was 5,489, as reported above in Table I.
- (6) The conversion rate of the Performance-based Restricted Stock was 144.703%. Upon conversion of the RSUs, the Reporting Person received an additional 1,564 shares of Common Stock. Upon conversion of \$10,697.19 in dividend equivalents, the Reporting person received an additional 425 shares of Common Stock.

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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