

INTEL CORP  
Form 4  
April 25, 2006

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SEWELL D BRUCE**

(Last) (First) (Middle)

**INTEL CORPORATION, 2200  
MISSION COLLEGE 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)

**04/21/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

**SR VP. & GENERAL COUNSEL**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)	922 <sup>(1)</sup>	D	

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

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

**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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		32,500		04/21/2007	04/21/2013	COM.STK	32,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		32,500		04/21/2008	04/21/2013	COM.STK	32,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		32,500		04/21/2009	04/21/2013	COM.STK	32,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		32,500		04/21/2010	04/21/2013	COM.STK	32,500
Restricted Stock Units	(2)	04/21/2006		A		2,625		04/21/2007 <sup>(3)</sup>	04/21/2007 <sup>(3)</sup>	COM STK	2,625
Restricted Stock Units	(2)	04/21/2006		A		2,625		04/21/2008 <sup>(3)</sup>	04/21/2008 <sup>(3)</sup>	COM STK	2,625
Restricted Stock Units	(2)	04/21/2006		A		2,625		04/21/2009 <sup>(3)</sup>	04/21/2009 <sup>(3)</sup>	COM STK	2,625
Restricted Stock Units	(2)	04/21/2006		A		2,625		04/21/2010 <sup>(3)</sup>	04/21/2010 <sup>(3)</sup>	COM STK	2,625

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SEWELL D BRUCE	SR VP. & GENERAL COUNSEL

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

## Signatures

D. BRUCE  
SEWELL

04/24/2006

    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 917 shares acquired under the Intel Corporation Stock Participation Plan during February 2006.
- (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.

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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