

Shenoy Navin
Form 4
February 27, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shenoy Navin

(Last) (First) (Middle)

C/O 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)

02/25/2019

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 below) ____ Other (specify below)

EVP, GM - Data Center Group

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/25/2019		M	28,256	A 11 78,683 (2)	D	
Common Stock	02/25/2019		F	13,763	D \$ 53.235 64,920	D	
Common Stock	02/26/2019		S	14,493 (3)	D \$ 53.025 50,427 (4)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	(1)	02/25/2019		M	34,607	02/25/2019(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Shenoy Navin C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	EVP, GM - Data Center Group

Signatures

/s/ Brian Petirs,
attorney-in-fact
Date 02/27/2019

**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 0% 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
- (1) 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 anniversary 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.
 - (2) Includes 518 shares acquired under the Company's Employee Stock Purchase Plan on February 19, 2019.
 - (3) This transaction was made pursuant to trading instructions adopted by the reporting person on October 29, 2018 that are intended to comply with Rule 10b5-1(c).
 - (4) This transaction was executed in multiple trades at prices ranging from \$52.92 to \$53.23. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the

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issuer full information regarding the number of shares and prices at which the transaction was effected.

Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than

(5) 0% and no more than 200% of one share of Intel common stock three years and one month after the grant date (together with the 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 28,256 as reported above in Table I.

- (6) The conversion rate of the Performance-based Restricted Stock was 75.746%. Upon conversion of the RSUs, the Reporting Person received 26,213 shares of Common Stock. Upon conversion of \$95,218.72 in dividend equivalents, the Reporting Person received an additional 2,043 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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