

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GELSINGER PATRICK P

(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
☒ Officer (give title below) ____ Other (specify below)

SR VICE PRES DIG ENT GRP

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON | 04/21/2006 | | M | | 150,000 | D | \$ 11.93 |
| COMMON | 04/21/2006 | | S | | 150,000 | A | \$ 19.07 |
| COMMON | | | | | 77,477 | I | |
| COMMON | | | | | 4,869 | I | |
| COMMON | | | | | 5,035 | I | |

Joint
Tenant
Self and
Spouse

Trust for
Daughter

| | | | | | | |
|--------|--|-------|---|--|--|--------------------------------|
| | | | | | | Trust for Son |
| COMMON | | 6,269 | I | | | Trust for Son |
| COMMON | | 6,409 | I | | | Trust for Son |
| COMMON | | 1,168 | I | | | By Employee Benefit Plan Trust |

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 displays a currently valid OMB control number.

SEC 1474
(9-02)

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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Option (right to buy) | \$ 11.93 | 04/21/2006 | | M | 150,000 | 09/18/2004 09/18/2006 | COM STK |
| Employee Option (right to buy) | \$ 19.51 | 04/21/2006 | | A | 35,000 | 04/21/2007 04/21/2013 | COM STK |
| Employee Option (right to buy) | \$ 19.51 | 04/21/2006 | | A | 35,000 | 04/21/2008 04/21/2013 | COM STK |
| Employee Option (right to buy) | \$ 19.51 | 04/21/2006 | | A | 35,000 | 04/21/2009 04/21/2013 | COM STK |
| Employee Option (right to buy) | \$ 19.51 | 04/21/2006 | | A | 35,000 | 04/21/2010 04/21/2013 | COM STK |

buy)

| | | | | | | | |
|------------------------------|-----|------------|---|-------|---------------------------|---------------------------|------------|
| Restricted Stock Units | (2) | 04/21/2006 | A | 3,000 | 04/21/2007 ⁽³⁾ | 04/21/2007 ⁽³⁾ | COM STK |
| Restricted Stock Units | (2) | 04/21/2006 | A | 3,000 | 04/21/2008 ⁽³⁾ | 04/21/2008 ⁽³⁾ | COM STK |
| Restricted Stock Units | (2) | 04/21/2006 | A | 3,000 | 04/21/2009 ⁽³⁾ | 04/21/2009 ⁽³⁾ | COM STK |
| Restricted Stock Units | (2) | 04/21/2006 | A | 3,000 | 04/21/2010 ⁽³⁾ | 04/21/2010 ⁽³⁾ | COM STK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GELSINGER PATRICK P INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | | | SR VICE PRES DIG ENT GRP | |

Signatures

PATRICK P.
GELSINGER

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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