

INTEL CORP  
Form 5/A  
April 22, 2009

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**BAKER ROBERT JAYMES**

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/27/2008**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**02/10/2009**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SR VP, GM TECH & MFG GRP**

6. Individual or Joint/Group Reporting

(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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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	Derivative Security				(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Restricted Stock Units	\$ 0 <sup>(1)</sup>	11/26/2008	Â	J	Â	900 <sup>(2)</sup>	04/21/2007 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock
Restricted Stock Units - Former Spouse	\$ 0 <sup>(1)</sup>	11/26/2008	Â	J	900 <sup>(2)</sup> <u>(4)</u>	Â	04/21/2007 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>	11/26/2008	Â	J	Â	1,912.5 <sup>(2)</sup>	04/19/2008 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock
Restricted Stock Units - Former Spouse	\$ 0 <sup>(1)</sup>	11/26/2008	Â	J	1,912.5 <sup>(2)</sup> <u>(4)</u>	Â	04/19/2008 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>	11/26/2008	Â	J4	Â	1,912.5 <sup>(5)</sup>	04/17/2009 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock
Restricted Stock Units - Former Spouse	\$ 0 <sup>(1)</sup>	11/26/2008	Â	J4	1,912.5 <sup>(4)</sup> <u>(5)</u>	Â	04/17/2009 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER ROBERT JAYMES INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	Â	Â	Â SR VP, GM TECH & MFG GRP	Â

## Signatures

/s/ Lulu De Guia, attorney-in-fact 04/22/2009

           \*\*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).
- (1) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (2) Number of restricted stock units transferred by the reporting person to his former spouse reflected in the reporting person's original Form 5 was incorrect.
- (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, unless that date falls on a non-business date, in which case the next business date shall apply.
- (4) Number of Derivative Securities held at the end of the period reflects the transfer on 11/26/08 of 4,725 Restricted Stock Units to the reporting person's former spouse. This transfer is of economic benefit.
- (5) The transfer of 1,912.5 restricted stock units by the reporting person to his former spouse was inadvertently omitted from the reporting person's original Form 5.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.