

Krzanich Brian M  
Form 3  
January 20, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Krzanich Brian M		(Month/Day/Year)	INTEL CORP [INTC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/20/2012		
2200 MISSION COLLEGE			(Check all applicable)	
BLVD., M/S RN4-151			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
SANTA CLARA, CA 95054			Sr. VP/GM Manuf & Supply,	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	COO	<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	30,999	D	
Common Stock	1,691	I	Joint Account with Spouse

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	04/21/2011	04/21/2016	Common Stock	41,250	\$ 19.51	D	Â
Employee Stock Option (Right to Buy)	04/21/2007 <sup>(1)</sup>	04/21/2013	Common Stock	27,500	\$ 19.51	D	Â
Employee Stock Option (Right to Buy)	01/18/2012	01/18/2017	Common Stock	41,250	\$ 20.7	D	Â
Employee Stock Option (Right to Buy)	01/17/2013	01/17/2018	Common Stock	41,250	\$ 19.63	D	Â
Employee Stock Option (Right to Buy)	01/23/2014	01/23/2019	Common Stock	41,250	\$ 12.985	D	Â
Employee Stock Option (Right to Buy)	04/16/2010 <sup>(1)</sup>	04/16/2016	Common Stock	83,280	\$ 15.665	D	Â
Employee Stock Option (Right to Buy)	10/30/2010 <sup>(1)</sup>	10/30/2016	Common Stock	259,907	\$ 19.0418	D	Â
Employee Stock Option (Right to Buy)	01/22/2015	01/22/2020	Common Stock	65,000	\$ 20.3	D	Â
Employee Stock Option (Right to Buy)	01/22/2011 <sup>(1)</sup>	01/22/2017	Common Stock	90,310	\$ 20.3	D	Â
Employee Stock Option (Right to Buy)	01/24/2012 <sup>(1)</sup>	01/24/2018	Common Stock	158,380	\$ 21.085	D	Â
Performance-based Restricted Stock Units	02/22/2013 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	80,590	\$ 0 <sup>(2)</sup>	D	Â
Performance-based Restricted Stock Units	02/24/2014 <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock	61,130	\$ 0 <sup>(4)</sup>	D	Â
Performance-based Restricted Stock Units	05/16/2012 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	70,690	\$ 0 <sup>(2)</sup>	D	Â
Restricted Stock Units	01/17/2013 <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	3,750	\$ 0 <sup>(6)</sup>	D	Â
Restricted Stock Units	01/22/2015 <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	9,250	\$ 0 <sup>(6)</sup>	D	Â
Restricted Stock Units	01/23/2014 <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	3,750	\$ 0 <sup>(6)</sup>	D	Â
Restricted Stock Units	04/24/2011 <sup>(8)</sup>	Â <sup>(8)</sup>	Common Stock	33,293	\$ 0 <sup>(6)</sup>	D	Â
Restricted Stock Units	04/17/2009 <sup>(9)</sup>	Â <sup>(9)</sup>	Common Stock	5,750	\$ 0 <sup>(6)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krzanich Brian M 2200 MISSION COLLEGE BLVD. M/S RN4-151 SANTA CLARA, CA 95054	Â	Â	Â Sr. VP/GM Manuf & Supply, COO	Â

## Signatures

/s/ Brian M.  
Krzanich

01/20/2012

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Unless earlier forfeited under the terms of the option, the option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.  
  
Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% 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
  - (2) 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.  
  
Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than
  - (3) 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.  
  
Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% 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
  - (4) 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.  
  
Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than
  - (5) 50% 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.
  - (6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
  - (7) Unless earlier forfeited under the terms of the RSU, 100% of the award vests and converts into common stock on the 5th anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.  
  
Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially
  - (8) equal quarterly tranches, beginning on April 24, 2011. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
  - (9) 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.

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