

PLUMMER JAMES D

Form 4

July 26, 2011

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PLUMMER JAMES D

(Last) (First) (Middle)

HUANG ENGINEERING CENTER,  
RM 227, STANFORD  
UNIVERSITY

(Street)

STANFORD, CA 94305

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
INTEL CORP [INTC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/22/2011

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/22/2011                              |                                                             | M                        | (A)<br>or<br>(D)<br>Amount<br>(1) Price<br>1,576 A \$ 0                    | 28,669                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/22/2011                              |                                                             | M                        | (A)<br>or<br>(D)<br>Amount<br>(1) Price<br>6,666 A \$ 0                    | 35,335                                                                                                             | 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  
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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities<br>Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Underlying Security<br>(Instr. 3 and 4) |                       |                 |              |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------|-----------------------|-----------------|--------------|
|                                               |                                                        |                                         |                                                       | Code                              | V                                                                                             | (A)                                                         | (D)                                                  | Date Exercisable      | Expiration Date | Title        |
| Restricted Stock Units                        | \$ 0 <u>(2)</u>                                        | 07/22/2011                              |                                                       | M                                 |                                                                                               | 1,576                                                       |                                                      | 07/22/2011 <u>(3)</u> | <u>(3)</u>      | Common Stock |
| Restricted Stock Units                        | \$ 0 <u>(2)</u>                                        | 07/22/2011                              |                                                       | M                                 |                                                                                               | 6,666                                                       |                                                      | 07/22/2011 <u>(3)</u> | <u>(3)</u>      | Common Stock |
| Performance-based Restricted Stock Units      | \$ 0 <u>(4)</u>                                        | 07/22/2011                              |                                                       | A                                 |                                                                                               | 3,104                                                       |                                                      | 07/22/2014 <u>(5)</u> | <u>(5)</u>      | Common Stock |
| Restricted Stock Units                        | \$ 0 <u>(2)</u>                                        | 07/22/2011                              |                                                       | A                                 |                                                                                               | 4,455                                                       |                                                      | 07/22/2012 <u>(3)</u> | <u>(3)</u>      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships                    |
|--------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                  | Director 10% Owner Officer Other |
| PLUMMER JAMES D<br>HUANG ENGINEERING CENTER, RM 227<br>STANFORD UNIVERSITY<br>STANFORD, CA 94305 | X                                |

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact 07/26/2011

\_\_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) Shares acquired on the vesting of restricted stock units.

(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, 33 1/3% 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) 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

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number of shares of Intel common stock acquired upon vesting of the Performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning January 24, 2011 and ending on January 24, 2014, 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 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.

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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