

INTEL CORP
Form 5
February 10, 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)

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)	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 Beneficial Ownership (Instr. 4)
				(A) or (D) Price			

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

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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 (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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)

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	Derivative Security				(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Employee Stock Option (Right to Buy)	\$ 19.51	11/26/2008	Â	J	Â	21,000	04/21/2007	04/21/2013	Common Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 19.51	11/26/2008	Â	J	21,000 <u>(1)</u>	Â	04/21/2007	04/21/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 21.52	11/26/2008	Â	J	Â	13,500	04/19/2008	04/19/2014	Common Stock
Employee Stock Option (Right to Buy) - Former Spouse	\$ 21.52	11/26/2008	Â	J	13,500 <u>(1)</u>	Â	04/19/2008	04/19/2014	Common Stock
Restricted Stock Units	\$ 0	11/26/2008	Â	J	Â	6,375	04/19/2008 ⁽²⁾	Â ⁽²⁾	Common Stock
Restricted Stock Units - Former Spouse	\$ 0	11/26/2008	Â	J	6,375 <u>(3)</u>	Â	04/19/2009 ⁽²⁾	Â ⁽²⁾	Common Stock
Restricted Stock Units	\$ 0	11/26/2008	Â	J	Â	1,500	04/21/2007 ⁽²⁾	Â ⁽²⁾	Common Stock
Restricted Stock Units - Former Spouse	\$ 0	11/26/2008	Â	J	1,500 <u>(3)</u>	Â	04/21/2009 ⁽²⁾	Â ⁽²⁾	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	^	^	^ SR VP, GM TECH & MFG GRP	^

Signatures

/s/ Wendy
Yemington
02/10/2009
Date

**Signature of Reporting Person

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) Number of Derivative Securities held at the end of the period reflects the transfer on 11/26/08 of 304,917 Stock Options to the reporting person's former spouse. This transfer is of economic benefit.
- (2) 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.
- (3) Number of Derivative Securities held at the end of the period reflects the transfer on 11/26/08 of 7,875 Restricted Stock Units to the reporting person's former spouse. This transfer is of economic benefit.

^

Remarks:

This Form 5 is two of two.

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.