

BARRETT CRAIG R
Form 4
April 24, 2003

FORM 4

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

OMB APPROVAL

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

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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

Filed By
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
BARRETT, CRAIG R.			INTEL CORPORATION (INTC)				<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		<input checked="" type="checkbox"/> CHIEF EXECUTIVE OFFICER			
INTEL CORPORATION 2200 MISSION COLLEGE BLVD.					4/22/03					
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)			
SANTA CLARA, CA 95052							<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(City) (State) (Zip)			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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON								3,244,432	D	
COMMON								3,015	I	⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Year)		Code	V	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	Owned Following Reported Transaction(s) (Instr. 4)	of Deriv-ative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
					(Instr. 3, 4 & 5)	(A)	(D)										
Employee Stock Option (right to buy)	\$18.63	4/22/03		A	87,500		4/22/04	4/22/13					COM.STK	87,500			
Employee Stock Option (right to buy)	\$18.63	4/22/03		A	87,500		4/22/05	4/22/13					COM.STK	87,500			
Employee Stock Option (right to buy)	\$18.63	4/22/03		A	87,500		4/22/06	4/22/13					COM.STK	87,500			
Employee Stock Option (right to buy)	\$18.63	4/22/03		A	87,500		4/22/07	4/22/13					COM.STK	87,500	5,842,696	D	

Explanation of Responses:

(1) BY EMPLOYEE BENEFIT PLAN TRUST.

By: /s/ **CRAIG R. BARRETT**

4/24/03

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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