

Shenoy Navin
Form 4
January 24, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shenoy Navin

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, GM - Data Center Group

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95054

(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 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/22/2018 | | M | | 989 ⁽¹⁾ A \$ 0 | D | |
| Common Stock | 01/22/2018 | | F | | 395 ⁽²⁾ D \$ 45.29 | D | |
| Common Stock | 01/23/2018 | | M | | 2,462 ⁽¹⁾ A \$ 0 | D | |
| Common Stock | 01/23/2018 | | F | | 901 ⁽²⁾ D \$ 45.86 | D | |
| Common Stock | 01/23/2018 | | S | | \$ 45.7899 ⁽⁴⁾ D 21,505 | D | |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|-----------------------------|--------|---|
| Common Stock | 01/24/2018 | S | 1,227 <u>(3)</u> | D | \$ 45.4429 <u>(5)</u> | 20,278 | D |
| Common Stock | 01/24/2018 | S | 334 <u>(3)</u> | D | \$ 46.0416 <u>(6)</u> | 19,944 | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Derivative Security | 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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | \$ 0 <u>(7)</u> | 01/22/2018 | | M | 989 | 07/22/2014 <u>(8)</u> | <u>(8)</u> | Common Stock | 989 |
| Restricted Stock Units | \$ 0 <u>(7)</u> | 01/23/2018 | | M | 2,462 | 04/23/2015 <u>(9)</u> | <u>(9)</u> | Common Stock | 2,462 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shenoy Navin C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | | | EVP, GM - Data Center Group | |

Signatures

/s/ Brian Petirs,
attorney-in-fact

01/24/2018

__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) Shares withheld for payment of tax liability.

(3) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the undersigned on August 10, 2017 that are intended to comply with Rule 10b5-1(c).

This transaction was executed in multiple trades at prices ranging from \$45.67 to \$45.92. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$44.98 to \$45.97. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$46.00 to \$46.12. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

Unless earlier forfeited under the terms of the RSU, 1/16th of the awards vest and convert into common stock in 16 substantially equal quarterly tranches, beginning on July 22, 2014. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

(7) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 23, 2015. If the quarterly vesting date falls on a non-business date, 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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