INTEL CORP Form 4 January 27, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRYANT ANDY D**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INTEL CORP [INTC]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O INTEL CORPORATION, 2200

01/23/2016

X_ Officer (give title below) below)

MISSION COLLEGE BLVD.

Chairman

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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) our Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V		(D)	Price	(Instr. 3 and 4)			
Stock	01/23/2016		M	6,222 (1)	A	\$ 0	532,755	D		
Common Stock	01/23/2016		F	2,343 (2)	D	\$ 29.8925	530,412	D		
Common Stock	01/23/2016		M	4,250 (1)	A	\$ 0	534,662	D		
Common Stock	01/23/2016		F	1,551 (2)	D	\$ 29.8925	533,111	D		
Common Stock	01/24/2016		M	5,344 (1)	A	\$ 0	538,455	D		

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Common Stock	01/24/2016	F	1,950 (2)	D	\$ 29.8925	536,505	D	
Common Stock						1,000	I	By Daughter
Common Stock						3,273.647 (3)	I	By Employee Benefit Plan Trust
Common Stock						24,383	I	By Family Trust with Spouse as Trustee
Common Stock						1,600	I	By Son
Common Stock						1,148	I	Joint Account with Spouse

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underly (Instr. 3	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (4)	01/23/2016		M		6,222	04/23/2014(5)	(5)	Comr
Restricted Stock Units	\$ 0 (4)	01/23/2016		M		4,250	04/23/2015(6)	(6)	Comr
Restricted Stock Units	\$ 0 (4)	01/24/2016		M		5,344	04/24/2013(7)	<u>(7)</u>	Comr
Performance-based Restricted Stock Units	\$ 0 (8)	01/25/2016		A	27,880		02/25/2019(9)	<u>(9)</u>	Comr

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Restricted Stock Units

 $$0^{(4)}$

01/25/2016

36,380

04/25/2016(10)

(10)

Comi Sto

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

BRYANT ANDY D C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054

X

Chairman

Signatures

/s/ Lulu De Guia, attorney-in-fact

01/27/2016

**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).
- Shares acquired on the vesting of restricted stock units. **(1)**
- Shares withheld for payment of tax liability. **(2)**
- Includes 22.225 shares acquired via dividend reinvestment in December 2015. **(3)**
- **(4)** 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, 1/12th of the awards vest and convert into common stock in twelve substantially **(5)** equal quarterly tranches, beginning on April 23, 2014. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- 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 **(6)** shall apply.
- Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially **(7)** equal quarterly tranches, beginning on April 24, 2013. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
 - Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 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 pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance 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 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.
- 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 25, 2016. 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. 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.

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