

INTEL CORP
Form 4
April 25, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GELSINGER PATRICK P

(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. Date of Earliest Transaction
(Month/Day/Year)
04/21/2006

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 VICE PRES DIG ENT GRP

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 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	04/21/2006		M		150,000	D	\$ 11.93
COMMON	04/21/2006		S		150,000	A	\$ 19.07
COMMON							77,477
COMMON							4,869
COMMON							5,035
							Joint Tenant Self and Spouse
							Trust for Daughter

						Trust for Son
COMMON		6,269	I			Trust for Son
COMMON		6,409	I			Trust for Son
COMMON		1,168	I			By Employee Benefit Plan Trust

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

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(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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Option (right to buy)	\$ 11.93	04/21/2006		M	150,000	09/18/2004 09/18/2006	COM STK
Employee Option (right to buy)	\$ 19.51	04/21/2006		A	35,000	04/21/2007 04/21/2013	COM STK
Employee Option (right to buy)	\$ 19.51	04/21/2006		A	35,000	04/21/2008 04/21/2013	COM STK
Employee Option (right to buy)	\$ 19.51	04/21/2006		A	35,000	04/21/2009 04/21/2013	COM STK
Employee Option (right to buy)	\$ 19.51	04/21/2006		A	35,000	04/21/2010 04/21/2013	COM STK

buy)

Restricted Stock Units	(2)	04/21/2006	A	3,000	04/21/2007 ⁽³⁾	04/21/2007 ⁽³⁾	COM STK
Restricted Stock Units	(2)	04/21/2006	A	3,000	04/21/2008 ⁽³⁾	04/21/2008 ⁽³⁾	COM STK
Restricted Stock Units	(2)	04/21/2006	A	3,000	04/21/2009 ⁽³⁾	04/21/2009 ⁽³⁾	COM STK
Restricted Stock Units	(2)	04/21/2006	A	3,000	04/21/2010 ⁽³⁾	04/21/2010 ⁽³⁾	COM STK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GELSINGER PATRICK P INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			SR VICE PRES DIG ENT GRP	

Signatures

PATRICK P.
GELSINGER 04/24/2006

____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) Includes 917 shares acquired under the Intel Corporation Stock Participation Plan during February 2006.
- (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, 25% of the award vests and converts into common stock on each anniversary of the grant date.

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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