PERLMUTTER DAVID

Form 4

January 28, 2013

FORM 4

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

OMB APPROVAL

Number: 3235-0287

January 31,

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Expires:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
16.
4 or
5. Eiled pursuant to Section 16(a) of the Securities Evaluates Act of 1034.

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person **
PERLMUTTER DAVID

(First)

INTEL CORPORATION, 2200

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INTEL CORP [INTC]

(Middle) 3. Date of Earlies

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

01/24/2013

(Check all applicable)

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

below)
EXEC VP; GM IAG; CPO

MISSION COLLEGE BLVD.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

SANTA CLARA, CA 95054

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Ac	equired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date 2A. Deemed		3.	4. Securities			5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	onAcquired (A) or Disposed of (D)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I)	Ownership	
					(A)		Reported Transaction(s)	(Instr. 4)	(Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/24/2013		M	4,837 (1)	A	\$0	411,553.2604 (2)	D	
Common Stock	01/24/2013		M	4,199 (1)	A	\$0	415,752.2604	D	

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

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SEC 1474

(9-02)

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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. Transacti Code (Instr. 8)	onDerivative Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Ui (Ii
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Ti
Restricted Stock Units	\$ 0 (3)	01/24/2013		M		4,837	04/24/2011(4)	<u>(4)</u>	C
Restricted Stock Units	\$ 0 (3)	01/24/2013		M		4,199	04/24/2012(5)	(5)	C
Performance-based Restricted Stock Units	\$ 0 (6)	01/24/2013		A	85,160		02/24/2016(7)	<u>(7)</u>	C
Employee Stock Option (Right to Buy)	\$ 21.055	01/24/2013		A	322,580		01/24/2014(8)	01/24/2020	C
Restricted Stock Units	\$ 0 (3)	01/24/2013		A	64,120		04/24/2013(9)	<u>(9)</u>	C

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PERLMUTTER DAVID			EXEC				
INTEL CORPORATION			2.120				
2200 MISSION COLLEGE BLVD.			VP; GM				
SANTA CLARA, CA 95054			IAG; CPO				

Signatures

/s/ Wendy Yemington, attorney-in-fact 01/28/2013

**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) Includes 1.8478 shares acquired under the Intel Corporation Direct Stock Purchase Plan and Dividend Reinvestment Plan in December 2012.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

Reporting Owners 2

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- Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2011. 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 award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2012. 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, no less than 50% and no more than 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 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 less than 50% and 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.
- (8) Unless earlier forfeited under the terms of the option, the option vests in four equal annual installments beginning on the first anniversary of the grant date, 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 award vests and converts into common stock in twelve substantially 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.

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.