

UNDERWOOD TODD M  
Form 3  
February 05, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*  
Â UNDERWOOD TODD M  
(Last) (First) (Middle)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
01/31/2019

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O INTEL CORPORATION,Â 2200 MISSION COLLEGE BLVD  
(Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Interim CFO

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,Â CAÂ 95054  
(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,855	D	Â
Common Stock	2,412	I	By Employee Benefit Plan Trust
Common Stock	54	I	By Spouse

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance-Based Stock Units	02/25/2019 <sup>(1)</sup>	∅ <sup>(1)</sup>	Common Stock	3,999	\$ <sup>(2)</sup>	D	∅
Performance-Based Stock Units	02/28/2021 <sup>(3)</sup>	∅ <sup>(3)</sup>	Common Stock	6,728	\$ <sup>(4)</sup>	D	∅
Performance-Based Stock Units	01/31/2022 <sup>(5)</sup>	∅ <sup>(5)</sup>	Common Stock	8,492	\$ <sup>(6)</sup>	D	∅
Performance-Based Stock Units	03/01/2020 <sup>(3)</sup>	∅ <sup>(3)</sup>	Common Stock	5,170	\$ <sup>(4)</sup>	D	∅
Restricted Stock Units	04/30/2019 <sup>(7)</sup>	∅ <sup>(7)</sup>	Common Stock	5,661	\$ <sup>(8)</sup>	D	∅
Restricted Stock Units	04/30/2019 <sup>(7)</sup>	∅ <sup>(7)</sup>	Common Stock	10,483	\$ <sup>(8)</sup>	D	∅
Restricted Stock Units	04/30/2018 <sup>(9)</sup>	∅ <sup>(9)</sup>	Common Stock	3,460	\$ <sup>(8)</sup>	D	∅
Restricted Stock Units	10/25/2017 <sup>(10)</sup>	∅ <sup>(10)</sup>	Common Stock	3,795	\$ <sup>(8)</sup>	D	∅
Restricted Stock Units	05/01/2017 <sup>(11)</sup>	∅ <sup>(11)</sup>	Common Stock	1,501	\$ <sup>(8)</sup>	D	∅

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNDERWOOD TODD M C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054	∅	∅	∅ Interim CFO	∅

## Signatures

/s/ Brian Petirs,  
attorney-in-fact

02/05/2019

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Unless earlier forfeited under the terms of the PSU, each PSU 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 the dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- Each Performance-based Restricted Stock Unit (PSU) represents the right to receive, following vesting, 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 PSUs 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.
- (2) Unless earlier forfeited under the terms of the PSU, each PSU vests and converts into no more than 200% of one share of Intel common stock three years and one month after the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- Each Performance-based Restricted Stock Unit (PSU) represents the right to receive, following vesting, up to 200% of one share of Intel common stock. The number of shares of Intel common stock acquired upon vesting of the PSUs 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.
- (4) Unless earlier forfeited under the terms of the PSU, each PSU vests and converts into no more than 200% of one share of Intel common stock on January 31, 2022, unless that date falls on a non-business date, in which case the next business date shall apply.
- Each performance-based stock unit (PSU) represents the right to receive, following vesting, up to 200% of one share of Intel common stock. The number of shares of Intel common stock acquired upon vesting of the PSUs 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 with the first day of the fiscal year of the grant date and ending on the last day of the fiscal year of the second anniversary of the grant date.
- (6) 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 30, 2019. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (7) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (8) 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 30, 2018. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (9) Unless earlier forfeited under the terms of the RSU, 1/3rd of the awards vest and convert into common stock in three substantially equal annual tranches, beginning on October 25, 2017. If the annual vesting date falls on a non-business date, the next business date shall apply.
- (10) 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 May 1, 2017. If the quarterly vesting date falls on a nonbusiness date, the next business date shall apply.
- (11)

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.