

INTEL CORP
Form 4
April 25, 2006

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 *
SODHANI ARVIND

(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)

SENIOR VICE PRESIDENT

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| COMMON | | | | | 772,006 ⁽¹⁾ | D | |
| COMMON | | | | | 4,000 | I | Held by mother |
| COMMON | | | | | 32 | I | By Employee Benefit Plan Trust |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 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 |
| 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 |
| SODHANI ARVIND INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | | | SENIOR VICE PRESIDENT | |

Signatures

ARVIND
SODHANI 04/24/2006

**Signature of Date
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).
- (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. 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.