

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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**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 \*  
**HOLT WILLIAM M**

(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)  
**V. PRES. GM, TECH & MFG 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON					27,851 <sup>(1)</sup>	D	
COMMON					13,010	I	Trust for Self and Spouse
COMMON					1,000	I	By Son
COMMON					1,601	I	By Daughter
COMMON					2	I	By 401(k) Plan

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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 displays a currently valid OMB control number.**

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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. 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Option (right to buy)	\$ 19.51	04/21/2006		A	25,000	04/21/2007 04/21/2013	COM STK	25,000
Employee Option (right to buy)	\$ 19.51	04/21/2006		A	25,000	04/21/2008 04/21/2013	COM STK	25,000
Employee Option (right to buy)	\$ 19.51	04/21/2006		A	25,000	04/21/2009 04/21/2013	COM STK	25,000
Employee Option (right to buy)	\$ 19.51	04/21/2006		A	25,000	04/21/2010 04/21/2013	COM STK	25,000
Restricted Stock Units	(2)	04/21/2006		A	2,000	04/21/2007 <sup>(3)</sup> 04/21/2007 <sup>(3)</sup>	COM STK	2,000
Restricted Stock Units	(2)	04/21/2006		A	2,000	04/21/2008 <sup>(3)</sup> 04/21/2008 <sup>(3)</sup>	COM STK	2,000
Restricted Stock Units	(2)	04/21/2006		A	2,000	04/21/2009 <sup>(3)</sup> 04/21/2009 <sup>(3)</sup>	COM STK	2,000
Restricted Stock	(2)	04/21/2006		A	2,000	04/21/2010 <sup>(3)</sup> 04/21/2010 <sup>(3)</sup>	COM STK	2,000

