

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 *
KILROY THOMAS 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
__X__ Officer (give title ____ Other (specify
below) below)

VP DIGITAL ENTERPRISE GRP

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
COMMON				(A) or (D)	18,781 ⁽¹⁾	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		27,500		04/21/2007	04/21/2013	CMN STK.	27,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		27,500		04/21/2008	04/21/2013	CMN STK.	27,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		27,500		04/21/2009	04/21/2013	CMN STK.	27,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		27,500		04/21/2010	04/21/2013	CMN STK.	27,500
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		41,250		04/21/2011	04/21/2016	CMN STK.	41,250
Restricted Stock Units	(2)	04/21/2006		A		2,250		04/21/2007(3)	04/21/2007(3)	CMN STK.	2,250
Restricted Stock Units	(2)	04/21/2006		A		2,250		04/21/2008(3)	04/21/2008(3)	CMN STK.	2,250
Restricted Stock Units	(2)	04/21/2006		A		2,250		04/21/2009(3)	04/21/2009(3)	CMN STK.	2,250
Restricted Stock Units	(2)	04/21/2006		A		2,250		04/21/2010(3)	04/21/2010(3)	CMN STK.	2,250
Restricted Stock Units	(2)	04/21/2006		A		3,750		04/21/2011(4)	04/21/2011(4)	CMN STK.	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
KILROY THOMAS M INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			VP DIGITAL ENTERPRISE GRP

Signatures

THOMAS M.
KILROY

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.
- (4) Unless earlier forfeited under the terms of the RSU, the award vests 100% and converts into common stock on the 5th 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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