

POTTRUCK DAVID S
Form 4
July 21, 2008

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 *
POTTRUCK DAVID S

(Last) (First) (Middle)

THE POTTRUCK GROUP, ONE MARKET STREET, SUITE 1400

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/17/2008

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| COMMON | | | | | 800 | I | By Daughter |
| COMMON | | | | | 5,000 | I | Annuity Trust for Brother |
| COMMON | | | | | 8,400 | I | Annuity Trust for Brother |
| <u>COMMON</u> (1) | 07/21/2008 | | M | 4,741 A \$ 0 | 16,009 | D | |

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

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(9-02)

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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|-----|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/17/2008 | | A | 2,225 | 07/17/2009 ⁽³⁾ | 07/17/2009 ⁽³⁾ | COM.STK | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/17/2008 | | A | 2,225 | 07/17/2010 ⁽³⁾ | 07/17/2010 ⁽³⁾ | COM.STK | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/17/2008 | | A | 2,225 | 07/17/2011 ⁽³⁾ | 07/17/2011 ⁽³⁾ | COM.STK | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/21/2008 | | M | 1,918 | 07/19/2008 ⁽³⁾ | 07/19/2008 ⁽³⁾ | COM.STK | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/21/2008 | | M | 2,823 | 07/21/2008 ⁽³⁾ | 07/21/2008 ⁽³⁾ | COM.STK | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POTTRUCK DAVID S THE POTTRUCK GROUP ONE MARKET STREET, SUITE 1400 SAN FRANCISCO, CA 94105 | X | | | |

Signatures

DAVID S.
POTTRUCK

07/21/2008

 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) 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, 33 1/3% of the award vests and converts into common stock on each anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
 - (4) Mr. Pottruck holds 129,000 options with the right to buy Intel Corporation common stock and also owns directly 2,907 phantom share units acquired under the Intel Corporation 2006 Deferral Plan for Outside Directors.

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.