

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 \*  
**BAKER ROBERT JAYMES**

(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)  
**SR VICE PRES, 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| COMMON                          |                                      |                                                    |                                | (A) or (D) Price                                                  | 679,199                                                                                       | D                                                        |                                                       |
| COMMON                          |                                      |                                                    |                                | (A) or (D) Price                                                  | 1,444                                                                                         | I                                                        | By Employee Benefit Plan Trust                        |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| 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                     | <u>(1)</u>                                             | 04/21/2006                           |                                                    | A                              | 3,000                                                                                   | 04/21/2007 <sup>(2)</sup> 04/21/2007 <sup>(2)</sup>      | COM STK                                                     |
| Restricted Stock Units                     | <u>(1)</u>                                             | 04/21/2006                           |                                                    | A                              | 3,000                                                                                   | 04/21/2008 <sup>(2)</sup> 04/21/2008 <sup>(2)</sup>      | COM STK                                                     |
| Restricted Stock Units                     | <u>(1)</u>                                             | 04/21/2006                           |                                                    | A                              | 3,000                                                                                   | 04/21/2009 <sup>(2)</sup> 04/21/2009 <sup>(2)</sup>      | COM STK                                                     |
| Restricted Stock Units                     | <u>(1)</u>                                             | 04/21/2006                           |                                                    | A                              | 3,000                                                                                   | 04/21/2010 <sup>(2)</sup> 04/21/2010 <sup>(2)</sup>      | COM STK                                                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director                      10% Owner                      Officer                      Other

BAKER ROBERT JAYMES  
INTEL CORPORATION  
2200 MISSION COLLEGE BLVD.  
SANTA CLARA, CA 95054

SR VICE  
PRES, TECH  
& MFG GRP

## Signatures

ROBERT J.                      04/24/2006  
BAKER

\_\_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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (2) 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.  
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