

Clearwire Corp /DE  
Form 4  
June 01, 2011

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**INTEL CORP**

(Last) (First) (Middle)

**2200 MISSION COLLEGE  
BLVD, RNB-4-151**

(Street)

**SANTA CLARA, CA 95054**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Clearwire Corp /DE [CLWR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/27/2011**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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<br>Security<br>(Instr. 3)                             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                   |   |                        |
|---|---|---|---|---|--|---|---|-------------------|---|------------------------|
|   |   |   | Code                                    | V   | Amount<br>(1) (5)  | (A)<br>or<br>(D)  | Price<br>(2) (5)  | (6)               |   |                        |
| Class A<br>Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 05/27/2011                              |   | S                                       |   | 536,300<br>(1) (5)   | D   | \$<br>4.57<br>(2) (5)   | 29,710,366<br>(6) | I | see<br>footnote<br>(7) |
| Class A<br>Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 05/31/2011                              |   | S                                       |   | 360,000<br>(1) (5)   | D   | \$<br>4.58<br>(3) (5)   | 29,350,366<br>(6) | I | see<br>footnote<br>(7) |

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|   |            |   |                    |   |                       |            |   |                        |
|---|------------|---|--------------------|---|-----------------------|------------|---|------------------------|
| Class A<br>Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 06/01/2011 | S | 210,000<br>(1) (5) | D | \$ 4.6<br>(4) (5) (6) | 29,140,366 | I | see<br>footnote<br>(7) |
|---|------------|---|--------------------|---|-----------------------|------------|---|------------------------|

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

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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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |

INTEL CORP  
2200 MISSION COLLEGE BLVD  
RNB-4-151  
SANTA CLARA, CA 95054

X

## Signatures

/s/ Cary I. Klafter, Vice President, Legal and Corporate  
Affairs

06/01/2011

\*\*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) Reporting Person previously filed that certain Amendment No. 6 to Schedule 13D on May 11, 2011 that it had determined to sell, through its wholly owned subsidiary, Intel Capital, up to 10,000,000 shares of Class A Common Stock of Clearwire Corporation in public open market transactions on the NASDAQ Global Select Market. The sales reported herein are part of that previously reported plan.

(2) The price reported above in Table I, Column 4 is the weighted average sale price. Sales were completed in public open market transactions at various prices ranging from \$4.53 to \$4.62.

(3) The price reported above in Table I, Column 4 is the weighted average sale price. Sales were completed in public open market transactions at various prices ranging from \$4.55 to \$4.62.

(4) The price reported above in Table I, Column 4 is the weighted average sale price. Sales were completed in public open market transactions at various prices ranging from \$4.50 to \$4.62.

(5) Reporting Person undertakes to provide upon request to the Commission Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold and the prices at which each sale was effected.

(6) The securities reported in Table I of this report are owned indirectly by Intel Corporation ("Intel"). Certain wholly owned subsidiaries of Intel previously entered into an Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Stockholders"). By virtue of the Equityholders' Agreement, Intel and the Unaffiliated Stockholders may be deemed as of the date of this report to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. The number of securities of the Issuer and Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC"), beneficially owned by Intel as reported herein does not include the holdings of any Unaffiliated Stockholders. Intel does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.

(7) The Class A Common Stock is beneficially owned by the Reporting Person through Intel Capital Corporation, a Delaware corporation wholly-owned by the Reporting Person, and Intel Capital (Cayman) Corporation, a Cayman Islands company wholly-owned by the Reporting Person.

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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