

Davis George S
Form 4
April 05, 2019

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 *
Davis George S

(Last) (First) (Middle)

C/O 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)

04/03/2019

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)

Chief Financial Officer

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)
			Code	V	Amount	(D)	Price

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 Derivative Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underl (Instr. 3)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date		Title
Employee Stock Option (Right to Buy)	\$ 55.44	04/03/2019	A		600,000		<u>(1)</u>	04/03/2029		Comm Sto
Performance-Based Stock Units (PSUs)	<u>(2)</u>	04/03/2019	A		150,000		<u>(2)</u>	<u>(2)</u>		Comm Sto
Restricted Stock Units	<u>(3)</u>	04/03/2019	A		186,096		07/03/2019 <u>(4)</u>	<u>(4)</u>		Comm Sto

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Davis George S C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	Chief Financial Officer

Signatures

/s/ Brian Petirs,
attorney-in-fact 04/05/2019

__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) Unless earlier forfeited under the terms of the option, 25% of the option vests on the one-year anniversary of the grant date, 25% on February 1, 2021, 25% on February 1, 2022, and 25% on February 1, 2023. The option shall become exercisable only if, during the five-year performance period following February 1, 2019, a certain pre-established performance metric, approved by the Compensation Committee, is achieved.

(2) Each PSU represents the right to receive, following vesting, up to 200% of one share of Intel common stock. Unless earlier forfeited under the terms of the PSUs, on the third anniversary of February 1, 2019, (or the next business date if applicable), these PSUs may vest in respect of up to half of the shares of Intel common stock subject to the PSUs, and on the fifth anniversary of February 1, 2019, (or the next business date if applicable), these PSUs may vest in respect of all of the shares of Intel common stock subject to the PSUs not previously vested. The number of shares of Intel common stock acquired upon any vesting of the PSUs is contingent upon the achievement of certain pre-established performance metrics, approved by the Compensation Committee, during the three- and five-year performance periods following February 1, 2019.

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

(4) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on July 3, 2019. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

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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