

SWAN ROBERT HOLMES  
Form 4  
August 17, 2018

**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 \*  
SWAN ROBERT HOLMES

(Last) (First) (Middle)  
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)  
08/15/2018

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)  
Interim CEO [CFO]

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | 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 and Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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|  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |               | Date Exercisable | Expiration<br>Date | Title |
|--|------------------------------------|------------------|------------|--|---------------|------------------|--------------------|-------|
|  |                                    |                  |            | (A)  | (D)           |                  |                    |       |
| Restricted Stock<br>Units                      | (1)                                | 08/15/2018       | A          | 32,778   | 11/15/2018(2) | (2)              | Common<br>Stock    |       |
| Performance-based<br>Restricted Stock<br>Units | (3)                                | 08/15/2018       | A          | 38,166   | 02/28/2021(4) | (4)              | Common<br>Stock    |       |
| Phantom Stock<br>Units                         | (5)                                | 08/16/2018       | A          | 79.363   | (6)           | (6)              | Common<br>Stock    |       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| SWAN ROBERT HOLMES<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054 |               |           | Interim CEO [CFO] |       |

## Signatures

/s/ Brian Petirs,  
attorney-in-fact

08/17/2018

\*\*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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- 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 November 15, 2018. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (3) Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of Intel common stock. The number of shares of Intel common stock acquired upon vesting of the performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a performance period beginning on June 20, 2018 and ending on the third anniversary of January 30, 2018, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- (4) Unless earlier forfeited under the terms of the performance-based RSU, each performance-based RSU vests and converts into no more than 200% of one share of Intel common stock three years and one month after January 30, 2018, unless that date falls on a non-business date, in which case the next business date shall apply.
- (5) Each phantom stock unit represents the right to receive the cash value of one share of Intel common stock.
- (6) Phantom stock units are acquired under the Intel Sheltered Employee Retirement Plan Plus and are payable in cash following termination of the reporting person's employment. The reporting person may transfer the phantom stock units into an alternative investment account

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under the plan.

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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