

Shenoy Navin
Form 3
November 27, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Shenoy Navin
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/15/2017

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP, GM - Data Center Group

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

C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.
(Street)

SANTA CLARA, CA 95054
(City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 19,944 | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|----------------------------|-------------------|--------------|----------------------------|---------------------|---------------------------------------|---|
| Performance-based Restricted Stock Units | 02/25/2019 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 34,607 | \$ 0 ⁽²⁾ | D | Â |
| Performance-based Restricted Stock Units | 03/01/2020 ⁽³⁾ | Â ⁽³⁾ | Common Stock | 92,069 | \$ 0 ⁽⁴⁾ | D | Â |
| Performance-based Restricted Stock Units | 03/01/2020 ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 31,153 | \$ 0 ⁽⁶⁾ | D | Â |
| Performance-based Restricted Stock Units | 02/23/2018 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 14,595 | \$ 0 ⁽²⁾ | D | Â |
| Restricted Stock Units | 04/23/2015 ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 2,462 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Units | 04/25/2016 ⁽⁹⁾ | Â ⁽⁹⁾ | Common Stock | 12,546 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Units | 05/01/2017 ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Common Stock | 18,038 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Units | 07/22/2014 ⁽¹¹⁾ | Â ⁽¹¹⁾ | Common Stock | 1,978 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Units | 10/27/2016 ⁽¹²⁾ | Â ⁽¹²⁾ | Common Stock | 8,342 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Units | 11/01/2017 ⁽¹³⁾ | Â ⁽¹³⁾ | Common Stock | 5,317 | \$ 0 ⁽⁸⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shenoy Navin C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | Â | Â | Â EVP, GM - Data Center Group | Â |

Signatures

/s/ Brian Petirs,
attorney-in-fact

11/27/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 Performance-based RSU, each Performance-based RSU vests and converts into no less than 0% and no more than 200% of one share of Intel common stock three years and one month after the grant date (together with the

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dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.

- (2) Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 0% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting 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 three-year period beginning on the grant date and ending on the third anniversary of the grant date, 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.
- (3) 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 the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (4) 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 three-year performance period beginning on the grant date and ending on the third anniversary of the grant date, 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.
- (5) 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 February 1, 2017, unless that date falls on a non-business date, in which case the next business date shall apply.
- (6) 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 three-year performance period beginning on February 1, 2017 and ending on the third anniversary of February 1, 2017, 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.
- (7) 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 April 23, 2015. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (8) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (9) 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 April 25, 2016. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (10) 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 May 1, 2017. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (11) Unless earlier forfeited under the terms of the RSU, 1/16th of the awards vest and convert into common stock in 16 substantially equal quarterly tranches, beginning on July 22, 2014. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (12) 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 October 27, 2016. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (13) 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 1, 2017. 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. 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.