

INTEL CORP
Form 3
August 08, 2014

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PEARSON GREGORY R | | (Month/Day/Year) | INTEL CORP [INTC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/30/2014 | | |
| C/O INTEL CORPORATION,Â 2200 MISSION COLLEGE BLVD. | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | SR , VP SMG | |
| SANTA CLARA,Â CAÂ 95054 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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 | 66,942 | D | Â |
| Common Stock | 92.123 | I | By Employee Benefit Plan Trust |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial |
|--|--|--|---------------------------|----------------------|----------------------------------|
|--|--|--|---------------------------|----------------------|----------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--|---------------------------|------------------|---------------------|----------------------------|------------------------------|--|----------------------|
| Employee Stock Option (Right to Buy) | 10/30/2010 ⁽¹⁾ | 10/30/2016 | Common Stock | 10,917 | \$ 19.0418 | D | Â |
| Employee Stock Option (Right to Buy) | 04/15/2011 ⁽¹⁾ | 04/15/2017 | Common Stock | 13,255 | \$ 24.0834 | D | Â |
| Employee Stock Option (Right to Buy) | 04/16/2010 ⁽¹⁾ | 04/16/2016 | Common Stock | 8,835 | \$ 15.665 | D | Â |
| Employee Stock Option (Right to Buy) | 04/16/2010 ⁽¹⁾ | 04/16/2016 | Common Stock | 8,835 | \$ 15.665 | D | Â |
| Employee Stock Option (Right to Buy) | 04/21/2012 ⁽¹⁾ | 04/21/2018 | Common Stock | 62,820 | \$ 21.34 | D | Â |
| Employee Stock Option (Right to Buy) | 04/24/2013 ⁽¹⁾ | 04/24/2019 | Common Stock | 74,490 | \$ 27.42 | D | Â |
| Employee Stock Option (Right to Buy) | 04/25/2014 ⁽¹⁾ | 04/25/2020 | Common Stock | 118,280 | \$ 23.595 | D | Â |
| Employee Stock Option (Right to Buy) | 07/17/2010 ⁽²⁾ | 07/17/2015 | Common Stock | 23,560 | \$ 21.72 | D | Â |
| Performance-based Restricted Stock Units | 04/22/2017 ⁽³⁾ | Â ⁽³⁾ | Common Stock | 9,041 | \$ 0 ⁽⁴⁾ | D | Â |
| Restricted Stock Units | 04/21/2012 ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 15,650 | \$ 0 ⁽⁶⁾ | D | Â |
| Restricted Stock Units | 07/22/2014 ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 48,239 | \$ 0 ⁽⁶⁾ | D | Â |
| Restricted Stock Units | 04/24/2013 ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 24,630 | \$ 0 ⁽⁶⁾ | D | Â |
| Restricted Stock Units | 04/25/2014 ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 47,018 | \$ 0 ⁽⁶⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARSON GREGORY R C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | Â | Â | Â SR , VP SMG | Â |

Signatures

/s/ Gregory R.
Pearson

08/08/2014

**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) The option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (2) The option vests in four equal annual installments beginning on the second anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date 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 after the grant date (together with dividend equivalent shares thereon), 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, 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 performance period beginning on January 23, 2014 and ending on January 23, 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.
- (5) Unless earlier forfeited under the terms of the RSU, 25% of the awards vest and convert into common stock on each anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (7) Unless earlier forfeited under the terms of the RSU, 1/16th of the awards vest and convert into common stock in sixteen 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.

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.