

INTEL CORP
Form 3
October 19, 2016

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 * Bryant Diane M (Last) (First) (Middle) 2200 MISSION COLLEGE BLVD (Street) SANTA CLARA, CA 95054 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/10/2016 | 3. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, GM Data Center Group | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 | 111,939 | D | |
| Common Stock | 98.8 | 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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|---------------------------|------------------|--------------|----------------------------|---------------------|---|------------|
| Employee Stock Option (Right to Buy) | 01/24/2014 ⁽¹⁾ | 01/24/2020 | Common Stock | 204,300 | \$ 21.06 | D | Â |
| Employee Stock Option (Right to Buy) | 01/22/2015 | 01/22/2020 | Common Stock | 45,000 | \$ 20.3 | D | Â |
| Performance-based Restricted Stock Units | 02/23/2017 ⁽²⁾ | Â ⁽²⁾ | Common Stock | 53,760 | \$ 0 ⁽³⁾ | D | Â |
| Performance-based Restricted Stock Units | 02/23/2018 ⁽²⁾ | Â ⁽²⁾ | Common Stock | 45,740 | \$ 0 ⁽³⁾ | D | Â |
| Performance-based Restricted Stock Units | 02/25/2019 ⁽²⁾ | Â ⁽²⁾ | Common Stock | 61,140 | \$ 0 ⁽³⁾ | D | Â |
| Restricted Stock Units | 04/23/2014 ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 7,977 | \$ 0 ⁽⁵⁾ | D | Â |
| Restricted Stock Units | 04/23/2015 ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 20,571 | \$ 0 ⁽⁵⁾ | D | Â |
| Restricted Stock Units | 10/27/2016 ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 14,300 | \$ 0 ⁽⁵⁾ | D | Â |
| Restricted Stock Units | 04/25/2016 ⁽⁸⁾ | Â ⁽⁸⁾ | Common Stock | 44,326 | \$ 0 ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bryant Diane M 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054 | Â | Â | Â EVP, GM Data Center Group | Â |

Signatures

/s/ Brian Petirs,
attorney-in-fact

10/19/2016

 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 or accelerated under the terms of the option, 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) 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 dividend

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

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

(3) 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.

(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 April 23, 2014. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

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

(6) 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.

(7) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts 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.

(8) 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.

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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