

INTEL CORP  
Form 8-K  
January 23, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 22, 2009

**INTEL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-06217

(Commission File Number)

94-1672743

(IRS Employer Identification No.)

2200 Mission College Blvd., Santa Clara, California 95054-1549

(Address of principal executive offices) (Zip Code)

(408) 765-8080

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02**      **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(b) Change of Directors and Principal Officer Positions**

On January 22, 2009, Craig R. Barrett informed the Board of Directors of Intel Corporation (the Company) that he will retire from his position as Chairman of the Board at the Company's annual meeting of stockholders, expected to be scheduled for May 2009, and will not stand for re-election as a director. Also on January 22, 2009, the Board elected Jane E. Shaw to be non-executive Chairman of the Board, effective as of completion of Dr. Barrett's current one-year term of office as a director, at the Company's next annual meeting of stockholders. Ms. Shaw has been a director of the Company since 1993 and is Chairman of the Audit Committee of the Board.

The Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01**      **Financial Statements and Exhibits.**

(d)      Exhibits.

The following exhibit is filed as part of this Report:

Exhibit Number	Description
99.1	Press release dated January 23, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEL CORPORATION

(Registrant)

/s/ Cary I. Klafter  
Cary I. Klafter

Date: January 23, 2009

Corporate Secretary