

BARSHEFSKY CHARLENE

Form 4

July 26, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARSHEFSKY CHARLENE

(Last) (First) (Middle)

WILMER CUTLER PICKERING
HALE & DORR, 1875
PENNSYLVANIA AVENUE, NW

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INTEL CORP [INTC]

3. Date of Earliest Transaction
(Month/Day/Year)

07/24/2017

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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/24/2017		M	(A) or (D) Amount (1) 1,067 Price \$ 0	78,094	D	
Common Stock	07/24/2017		M	(A) or (D) Amount (1) 3,922 Price \$ 0	82,016	D	
Common Stock					8,200	I	By 401(k) Plan
Common Stock					6,800	I	Joint Account with Spouse

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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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 ⁽²⁾	07/24/2017		M	1,067	07/24/2015 ⁽³⁾	⁽³⁾	Common Stock
Performance-based Restricted Stock Units	\$ 0 ⁽⁴⁾	07/24/2017		M	1,815	07/24/2017 ⁽⁵⁾	⁽⁵⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARSHEFSKY CHARLENE
WILMER CUTLER PICKERING HALE & DORR
1875 PENNSYLVANIA AVENUE, NW
WASHINGTON, DC 20006

X

Signatures

/s/ Brian Petirs,
attorney-in-fact

07/26/2017

**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) Shares acquired on the vesting of restricted stock units.

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

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- (3) Unless earlier forfeited under the terms of the RSU, 33 1/3% 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.

- 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.
- (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 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.
- (5)

- Due to a limitation in the filing software, the total number of shares of Common Stock received was 3,922, as reported above in Table I. The conversion rate of the Performance-based Restricted Stock was 200.000%. Upon conversion of the RSUs, the Reporting Person received an additional 1,815 shares of Common Stock. Upon conversion of \$10,781.10 in dividend equivalents, the Reporting person received an additional 292 shares of Common Stock.
- (6)

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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