

SODHANI ARVIND

Form 4

October 21, 2004

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SODHANI ARVIND

(Last) (First) (Middle)

INTEL CORPORATION, 2200  
MISSION COLLEGE BLVD.

(Street)

SANTA CLARA, CA 95052

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/20/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VICE PRESIDENT AND TREASURER

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON                                | 10/20/2004                              |                                                             | M                                    | V Amount (A) or (D) Price<br>192,000 A \$ 5.71                          | 1,312,058                                                                                                          | D                                                                       |                                                                   |
| COMMON                                | 10/20/2004                              |                                                             | S                                    | 192,000 D \$<br>21.02                                                   | 1,120,058                                                                                                          | D                                                                       |                                                                   |
| COMMON                                | 10/20/2004                              |                                                             | M                                    | 144,000 A \$ 7.67                                                       | 1,264,058                                                                                                          | D                                                                       |                                                                   |
| COMMON                                | 10/20/2004                              |                                                             | S                                    | 144,000 D \$ 21.3                                                       | 1,120,058                                                                                                          | D                                                                       |                                                                   |
| COMMON                                |                                         |                                                             |                                      |                                                                         | 8,000                                                                                                              | I                                                                       | Held by<br>mother                                                 |
| COMMON                                |                                         |                                                             |                                      |                                                                         | 14,020                                                                                                             | I                                                                       | By 401(k)<br>Plan                                                 |
| COMMON                                |                                         |                                                             |                                      |                                                                         | 1,319                                                                                                              | I                                                                       |                                                                   |

By  
Employee  
Benefit  
Plan Trust

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |          |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title    | Amount<br>Number<br>Shares |
| Employee<br>Option<br>(right to<br>buy)             | \$ 5.71                                                               | 10/20/2004                              |                                                             | M                                       |                                                                                                           | 192,000                                                        |     | 04/11/2000                                                          | 04/11/2005         | COM. STK | 192,000                    |
| Employee<br>Option<br>(right to<br>buy)             | \$ 7.67                                                               | 10/20/2004                              |                                                             | M                                       |                                                                                                           | 144,000                                                        |     | 04/09/2001                                                          | 04/09/2006         | COM.STK  | 144,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships                    |
|--------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                            | Director 10% Owner Officer Other |
| SODHANI ARVIND<br>INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95052 | VICE PRESIDENT AND TREASURER     |

## Signatures

ARVIND  
SODHANI 10/21/2004

\*\*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) Not a required reportable field. SEC software requires a dollar amount; use zeros per SEC.

### Remarks:

Mr. Sodhani holds 241,026 phantom stock units based on unit value of his Intel Corporation nonqualified excess benefit plan a

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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