

INTEL CORP
Form DEF 14A
April 02, 2008

Table of Contents

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

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Check the appropriate box:

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| <p><input type="checkbox"/> Preliminary Proxy Statement</p> <p><input type="checkbox"/> Definitive Proxy Statement</p> <p><input type="checkbox"/> Definitive Additional Materials</p> <p><input type="checkbox"/> Soliciting Material under Rule 14a-12</p> | <p><input type="checkbox"/> Confidential, for Use of the Commission Only
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INTEL CORPORATION

(Name of the Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:

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(3) Filing Party:

(4) Date Filed:

Table of Contents

INTEL CORPORATION
2200 Mission College Blvd.
Santa Clara, CA 95054-1549
(408) 765-8080

April 2, 2008

Dear Stockholder:

We look forward to your attendance either in person or by proxy at the 2008 Annual Stockholders Meeting. We will hold the meeting at 8:30 a.m. Pacific Time on May 21, 2008 at the Computer History Museum, 1401 N. Shoreline Blvd., Mountain View, California 94043. We are pleased to offer a live webcast of the annual meeting at www.intc.com.

We also are pleased to be using the new U.S. Securities and Exchange Commission rule that allows companies to furnish proxy materials to their stockholders primarily over the Internet. We believe that this new process should expedite stockholders receipt of proxy materials, lower the costs of our annual meeting, and help to conserve natural resources. On April 2, 2008, we mailed our stockholders a notice containing instructions on how to access our 2008 Proxy Statement and 2007 Annual Report and vote online. The notice also included instructions on how to receive a paper copy of your annual meeting materials, including the notice of annual meeting, proxy statement, and proxy card. If you received your annual meeting materials by mail, the notice of annual meeting, proxy statement, and proxy card from our Board of Directors were enclosed. If you received your annual meeting materials via e-mail, the e-mail contained voting instructions and links to the annual report and the proxy statement on the Internet, which are both available at www.intel.com/intel/annualreports.

At this year s annual meeting, the agenda includes the following items:

Agenda Item	Board Recommendation
Election of Directors	FOR
Ratification of Ernst & Young LLP	FOR
Stockholder Proposal to Amend Bylaws to Establish Board Committee on Sustainability	AGAINST

Please refer to the proxy statement for detailed information on each of the proposals and the annual meeting. Your Intel stockholder vote is important, and we strongly urge you to cast your vote.

Sincerely yours,

Craig R. Barrett
Chairman of the Board

Table of Contents

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

NOTICE OF 2008 ANNUAL STOCKHOLDERS MEETING

TIME AND DATE	8:30 a.m. Pacific Time on May 21, 2008
PLACE	Computer History Museum, 1401 N. Shoreline Blvd., Mountain View, California 94043
LIVE WEBCAST	Listen to annual meeting and ask questions at <i>www.intc.com</i>
AGENDA	<p>Elect a Board of Directors</p> <p>Ratify Ernst & Young LLP as independent registered public accounting firm</p> <p>Act on one stockholder proposal to amend the Bylaws to establish a Board committee on sustainability, if properly presented at the meeting</p> <p>Transact other business that may properly come before the annual meeting (including adjournments and postponements)</p>
RECORD DATE	March 24, 2008
VOTING	<p>Please vote as soon as possible to record your vote promptly, even if you plan to attend the annual meeting. You have three options for submitting your vote before the annual meeting:</p> <p>Internet</p> <p>Phone</p> <p>Mail</p>

By Order of the Board of Directors

Cary I. Klafter
Corporate Secretary

Santa Clara, California
April 2, 2008

TABLE OF CONTENTS

	Page
<u>Internet Availability of Proxy Materials</u>	2
<u>Attending the Annual Meeting</u>	2
<u>Questions</u>	2
<u>Proxy Statement</u>	3
<u>Proposal 1: Election of Directors</u>	4
<u>Corporate Governance</u>	5
<u>Director Compensation</u>	10
<u>Director Summary Compensation</u>	11
<u>Outstanding Equity Awards for Directors at Fiscal Year-End 2007</u>	13
<u>Security Ownership of Certain Beneficial Owners and Management</u>	15
<u>Certain Relationships and Related Transactions</u>	16
<u>Compensation Discussion and Analysis</u>	16
<u>Report of the Compensation Committee</u>	32
<u>Executive Compensation</u>	32
<u>Summary Compensation</u>	32
<u>Grants of Plan-Based Awards in Fiscal Year 2007</u>	36
<u>Outstanding Equity Awards at Fiscal Year-End 2007</u>	37
<u>Option Exercises and Stock Vested in Fiscal Year 2007</u>	39
<u>Pension Benefits for Fiscal Year 2007</u>	39
<u>Non-Qualified Deferred Compensation for Fiscal Year 2007</u>	40
<u>Employment Contracts and Change in Control Arrangements</u>	41
<u>Other Potential Post-Employment Payments</u>	42

<u>Report of the Audit Committee</u>	43
<u>Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm</u>	45
<u>Proposal 3: Stockholder Proposal to Amend Corporate Bylaws to Establish a Board Committee on Sustainability</u>	46
<u>Additional Meeting Information</u>	47
<u>Other Matters</u>	47
<u>Stockholders Sharing the Same Last Name and Address</u>	49

Table of Contents

INTERNET AVAILABILITY OF PROXY MATERIALS

Under rules recently adopted by the U.S. Securities and Exchange Commission (SEC), we are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On April 2, 2008, we mailed to our stockholders (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability containing instructions on how to access our proxy materials, including our proxy statement and our annual report. The Notice of Internet Availability also instructs you on how to access your proxy card to vote through the Internet or by telephone.

This new process is designed to expedite stockholders' receipt of proxy materials, lower the cost of the annual meeting, and help conserve natural resources. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise.

ATTENDING THE ANNUAL MEETING

Attending in Person

Doors open 8:00 a.m. Pacific Time
Meeting starts at 8:30 a.m. Pacific Time
No use of cameras
Security measures may include bag search, metal detector, and hand-wand search

You do not need to attend the annual meeting to vote if you submitted your proxy in advance of the annual meeting

Viewing on the Internet

www.intc.com
Webcast starts at 8:30 a.m. Pacific Time
Viewers can submit questions by e-mail
Replay available until June 20, 2008

QUESTIONS

For questions regarding

Contact

Annual meeting	Intel Investor Relations, (408) 765-1480
Stock ownership	Computershare Investor Services, LLC <i>www.computershare.com/contactus</i> (800) 298-0146 (within the U.S. and Canada) or (312) 360-5123 (outside the U.S. and Canada)
Voting	D. F. King & Co., Inc. (800) 967-7858 (within the U.S. and Canada) or (212) 269-5550 (outside the U.S. and Canada)

Table of Contents

INTEL CORPORATION
2200 Mission College Blvd.
Santa Clara, CA 95054-1549

PROXY STATEMENT

Our Board of Directors solicits your proxy for the 2008 Annual Stockholders Meeting to be held at 8:30 a.m. Pacific Time on Wednesday, May 21, 2008 at the Computer History Museum, 1401 N. Shoreline Blvd., Mountain View, California 94043, and at any postponement or adjournment of the meeting, for the purposes set forth in Notice of Annual Stockholders Meeting. We made this proxy statement available to stockholders beginning on April 2, 2008.

Record Date	March 24, 2008
Quorum	Majority of shares outstanding on the record date must be present in person or by proxy
Shares Outstanding	5,744,608,312 shares of common stock outstanding as of March 24, 2008
Voting by Proxy	Internet, phone, or mail
Voting in Person	Registered holders can vote in person. Beneficial owners must obtain a proxy from their brokerage firm, bank, or other holder of record and present it to the inspector of elections with their ballot. Voting in person will replace any previous votes submitted by proxy.
Polls Close	9:30 a.m. Pacific Time on May 21, 2008
Changing Your Vote	Registered holders may revoke their proxy at any time before polls close by submitting a later-dated vote in person at the annual meeting, via the Internet, by telephone, by mail, or by delivering instructions to our Corporate Secretary before the annual meeting. If you hold shares through a bank or brokerage firm, you must contact that firm to revoke any prior voting instructions.
Votes Required to Adopt Proposals	Each share of our common stock outstanding on the record date is entitled to one vote on each of the 11 director nominees and one vote on each other matter. To be elected, directors must receive a majority of the votes cast (the number of shares voted for a director nominee must exceed the number of votes cast against that nominee). Ratification of the selection of our independent registered public accounting firm and adoption of the stockholder proposal each require the affirmative vote of the majority of the shares of common stock present or represented by proxy.
Effect of Abstentions and Broker Non-Votes	Shares not present at the meeting and shares voting abstain have no effect on the election of directors. For the proposal ratifying the selection of our independent registered public accounting firm and the stockholder proposal, abstentions have the same effect as a negative vote and broker non-votes (shares held by brokers that do not have discretionary authority to vote on a matter and have not received voting instructions from their clients) have no effect.

Voting Instructions If you complete and submit your proxy voting instructions, the persons named as proxies will follow your instructions. If you submit proxy voting instructions but do not direct how to vote on each item, the persons named as proxies will vote as the Board recommends on each proposal. The persons named as proxies will vote on any other matters properly presented at the annual meeting in accordance with their best judgment. We have not received notice of other matters that may be properly presented for voting at the annual meeting.

Voting Results We will announce preliminary results at the annual meeting. We will report final results at www.intc.com and in our Form 10-Q for the second quarter of 2008.

Table of Contents

PROPOSAL 1: ELECTION OF DIRECTORS

Our nominees for the election of directors at the annual meeting include nine independent directors, as defined in the applicable rules for companies traded on The NASDAQ Global Select Market* (NASDAQ), and two members of our senior management. Stockholders elect all directors annually. At the recommendation of our Corporate Governance and Nominating Committee, our Board has selected the nominees to serve as directors for the one-year term beginning at our annual meeting on May 21, 2008 or until their successors, if any, are elected or appointed.

Unless you direct otherwise through your proxy voting instructions, the persons named as proxies will vote all proxies received for the election of each nominee named in this section. If any director nominee is unable or unwilling to serve as a nominee at the time of the annual meeting, the persons named as proxies may vote for a substitute nominee chosen by the present Board to fill the vacancy or for the balance of the nominees, leaving a vacancy. Alternatively, the Board may reduce the size of the Board. We have no reason to believe that any of the nominees will be unwilling or unable to serve if elected as a director.

Intel's Bylaws require that each director receive a majority of the votes cast with respect to such director in uncontested elections (the number of shares voted for a director nominee must exceed the number of votes cast against that nominee). In 2008, all director nominees identified in the following list are currently serving on the Board. If stockholders do not elect a nominee who is serving as a director, Delaware law provides that the director would continue to serve on the Board as a holdover director. Under our Bylaws and Corporate Governance Guidelines, each director annually submits an advance, contingent, irrevocable resignation that the Board may accept if stockholders do not elect the director. In that situation, our Corporate Governance and Nominating Committee would make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board would act on the Corporate Governance and Nominating Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date that the election results were certified.

Director Changes in 2007 and 2008. In November 2007, the Board elected Carol A. Bartz to the Board effective January 2008. D. James Guzy is expected to retire in May 2008 in accordance with the Board's retirement age policy, and the size of the Board will be reduced to 11 at that time.

The Board recommends that you vote FOR the election of each of the following nominees.

Craig R. Barrett, age 68

Intel Board member since 1992
2005 – present, Chairman of the Board
1998 – 2005, Chief Executive Officer
1997 – 2002, President
Joined Intel 1974

Ambassador Charlene Barshefsky, age 57

Intel Board member since 2004
2001 – present, Senior International Partner at the law firm of Wilmer Cutler Pickering Hale and Dorr LLP
1997 – 2001, United States Trade Representative, chief trade negotiator and principal trade policy maker for the United States and a member of the President's cabinet
Member of American Express Company, Estée Lauder Companies, and Starwood Hotels & Resorts Worldwide Boards of Directors

Carol A. Bartz, age 59

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Intel Board member since 2008

2006 to present, Executive Chairman of the Board of Directors of Autodesk, Inc.

1992 2006, Chairman of the Board, Chief Executive Officer, and President of Autodesk

Member of Cisco Systems, Inc. and Network Appliance, Inc. Boards of Directors

Susan L. Decker, age 45

Intel Board member since 2006

2007 present, President of Yahoo! Inc.

2006 2007, Executive Vice President of the Advertiser and Publisher Group of Yahoo! Inc.

2000 2007, Executive Vice President of Finance and Administration, and Chief Financial Officer of Yahoo! Inc.

Member of Berkshire Hathaway Inc. and Costco Wholesale Corporation Boards of Directors

Reed E. Hundt, age 60

Intel Board member since 2001

1998 present, Principal of Charles Ross Partners, LLC

1998 present, independent adviser to McKinsey & Company, Inc.

1993 1997, Chairman of the Federal Communications Commission

Member of Data Domain, Inc. and Infinera Corporation Boards of Directors

**Other names and brands may be claimed as the property of others.*

Table of Contents

Paul S. Otellini, age 57

Intel Board member since 2002
 2005 present, President and Chief Executive Officer
 2002 2005, President and Chief Operating Officer Member of Google, Inc. Board of Directors Joined
 Intel 1974

James D. Plummer, age 63

Intel Board member since 2005
 1999 present, Dean of the School of Engineering at Stanford University
 1978 present, Professor of Electrical Engineering at Stanford University
 Member of National Academy of Engineering
 Member of International Rectifier Corporation and Leadis Technology, Inc. Boards of Directors

David S. Pottruck, age 59

Intel Board member since 1998
 2005 present, Chairman and Chief Executive Officer of Red Eagle Ventures, Inc.
 2005 present, Chairman of Eos Airlines
 2004 present, Senior Fellow at Wharton School of Business Center for Leadership and Change Management
 1984 2004, served as President, Chief Executive Officer, and a member of The Charles Schwab Corporation Board of Directors

Jane E. Shaw, age 69

Intel Board member since 1993
 1998 2005, Chairman and Chief Executive Officer of Aerogen, Inc.
 Member of McKesson Corporation Board of Directors

John L. Thornton, age 54

Intel Board member since 2003
 2003 present, Professor and Director of Global Leadership at Tsinghua University in Beijing
 1981 2003, President, Co-Chief Operating Officer, and member of the Goldman Sachs Group, Inc. Board of Directors
 Member of China Netcom Group Corporation (Hong Kong) Ltd., Ford Motor Company, and News Corporation Boards of Directors

David B. Yoffie, age 53

Intel Board member since 1989
 1993 present, Professor of International Business Administration, Harvard Business School
 1981 present, member of Harvard University faculty

CORPORATE GOVERNANCE

Board Responsibilities and Structure. The Board oversees, counsels, and directs management in the long-term interests of the company and our stockholders. The Board's responsibilities include:

selecting and evaluating the performance of the Chief Executive Officer (CEO) and other senior executives;

planning for succession with respect to the position of CEO and monitoring management's succession planning for other senior executives;

reviewing and approving our major financial objectives and strategic and operating plans, business risks, and actions;

overseeing the conduct of our business to evaluate whether the business is being properly managed; and

overseeing the processes for maintaining our integrity with regard to our financial statements and other public disclosures, and compliance with law and ethics.

The Board believes that different people should hold the positions of Chairman of the Board and CEO to aid in the Board's oversight of management. Under our Bylaws, the Chairman presides over all meetings of the stockholders and the Board when he is present. In addition, the Board has an independent director, currently Dr. Yoffie, designated as the Lead Independent Director. A written charter adopted by the Board establishes the authority and responsibilities of the Lead Independent Director. They include:

presiding over all meetings of the Board when the Chairman is not present;

serving as a liaison between the Chairman and the independent directors;

approving the information, agenda, and meeting schedules sent to the Board;

calling meetings of the independent directors; and

being available for consultation and communication with stockholders.

Table of Contents

The Board and its committees meet throughout the year on a set schedule, hold special meetings, and act by written consent from time to time as appropriate. The Board holds regularly scheduled sessions for the independent directors to meet without management present, and the Board's Lead Independent Director leads those sessions, including three sessions in 2007. Board members have access to all of our employees outside of Board meetings, and the Board has a program that encourages each director to visit different Intel sites and events worldwide on a regular basis and meet with local management at those sites and events.

Board Committees and Charters. The Board delegates various responsibilities and authority to different Board committees. Committees regularly report on their activities and actions to the full Board. The Board currently has, and appoints the members of, standing Audit, Compensation, Corporate Governance and Nominating, Executive, and Finance Committees. The Board has determined that each member of the Audit, Compensation, Corporate Governance and Nominating, and Finance Committees is an independent director in accordance with NASDAQ standards.

Each of the Board committees has a written charter approved by the Board, and each committee conducts an annual evaluation of the committee's performance. We post each charter and the charter describing the position of Lead Independent Director on our web site at www.intel.com/intel/finance/corp_docs.htm. Each committee can engage outside experts, advisers, and counsel to assist the committee in its work. The following table identifies the current committee members.

Name	Corporate Governance and Nominating				
	Audit	Compensation	and Nominating	Executive	Finance
Craig R. Barrett				ü	
Charlene Barshefsky					ü
Carol A. Bartz	ü				ü
Susan L. Decker			ü		
D. James Guzy	ü				Chair
Reed E. Hundt		Chair	ü		
Paul S. Otellini				ü	
James D. Plummer	ü				ü
David S. Pottruck	ü	ü			ü
Jane E. Shaw	Chair				ü
John L. Thornton		ü	ü		
David B. Yoffie		ü	Chair	Chair	
Number of Committee Meetings Held in 2007	8	3	3	2	1

Audit Committee. The Audit Committee assists the Board in its general oversight of our financial reporting, internal controls, and audit functions, and is responsible for the appointment, retention, compensation, and oversight of the work of our independent registered public accounting firm. The Board has determined that Ms. Bartz, Mr. Pottruck, and Dr. Shaw each meet the SEC's qualifications to be an audit committee financial expert, including meeting the relevant definition of an independent director. The Board determined that each Audit Committee member has sufficient knowledge in reading and understanding the company's financial statements to serve on the Audit Committee. The responsibilities and activities of the Audit Committee are described in detail in Report of the Audit Committee and the Audit Committee's charter.

Compensation Committee. The Compensation Committee has authority for reviewing and determining salaries, performance-based incentives, and other matters related to the compensation of our executive officers, and administering our stock option plans, including reviewing and granting stock options to our executive officers. The Compensation Committee also reviews and determines various other compensation policies and matters, including making recommendations to the Board related to employee compensation and benefit plans generally, making recommendations to the Board on stockholder proposals related to compensation matters, and administering the employee stock purchase plan.

While the Compensation Committee is responsible for executive compensation, the Corporate Governance and Nominating Committee recommends the compensation for non-employee directors. The Compensation Committee can delegate to any member of the Board the authority to grant equity awards to employees who are not executive officers.

Table of Contents

The Compensation Committee can also designate one or more of its members to perform duties on its behalf, subject to reporting to or ratification by the Compensation Committee.

Since 2005, the Compensation Committee has engaged the services of Professor Brian Hall of the Harvard Business School to advise the committee with respect to executive compensation philosophy, cash incentive design, the amount of cash and equity compensation awarded, and committee process. During 2007, Professor Hall's work with the Compensation Committee was related to the following:

- revisions to the committee's annual cycle of work and agendas;
- revisions to the lists of peer group and other companies used for benchmarking purposes;
- recommendations for Chairman and CEO compensation; and
- revisions to the content and format of data prepared for use by the Compensation Committee.

The Compensation Committee will continue to engage Professor Hall in 2008 to advise it with regard to executive compensation programs, data presentations, and related matters. The Compensation Committee selected Professor Hall, and he reports directly to the Compensation Committee and interacts with management at the direction of the Compensation Committee. Professor Hall has not performed work for Intel other than pursuant to his engagement by the committee. For more information on the responsibilities and activities of the Compensation Committee, including the committee's processes for determining executive compensation, see Compensation Discussion and Analysis, Report of the Compensation Committee, and Executive Compensation in this proxy statement, and the Compensation Committee's charter.

Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee reviews and reports to the Board on a periodic basis with regard to matters of corporate governance and corporate responsibility, such as environmental, sustainability, workplace, and stakeholder issues. The committee also reviews and assesses the effectiveness of the Board's Corporate Governance Guidelines, makes recommendations to the Board regarding proposed revisions to the Guidelines and committee charters, and makes recommendations to the Board regarding the size and composition of the Board and its committees. In addition, the committee makes recommendations to the Board regarding the agendas for our annual meetings, reviews stockholder proposals, makes recommendations to the Board for action on such proposals, and reviews and makes recommendations concerning compensation for our non-employee directors. The Corporate Governance and Nominating Committee's charter describes the responsibilities and activities of the committee in detail.

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board, from time to time, the appropriate skills and characteristics required of Board members in the context of the current makeup of the Board. This assessment includes issues of diversity in numerous factors such as age; understanding of and experience in manufacturing, technology, finance, and marketing; and international experience and culture. The committee reviews these factors, and others considered useful by the committee, in the context of an assessment of the perceived needs of the Board at a particular point in time. As a result, the priorities and emphasis of the committee and of the Board may change from time to time to take into account changes in business and other trends, as well as the portfolio of skills and experience of current and prospective Board members. The committee establishes procedures for the nomination process and recommends candidates for election to the Board.

Consideration of new Board candidates typically involves a series of internal discussions, review of information concerning candidates, and interviews with selected candidates. Board members or employees typically suggest candidates for nomination to the Board. In 2007, we employed a search firm in connection with seeking and

evaluating Board candidates. Dr. Barrett initially suggested Ms. Bartz as a Board candidate. The committee considers candidates proposed by stockholders and evaluates them using the same criteria as for other candidates. A stockholder seeking to recommend a prospective nominee for the committee's consideration should submit the candidate's name and qualifications to our Corporate Secretary.

Executive Committee. The Executive Committee may exercise the authority of the Board between Board meetings, except to the extent that the Board has delegated authority to another committee or to other persons, and except as limited by applicable law.

Finance Committee. The Finance Committee reviews and recommends matters related to our capital structure, including the issuance of debt and equity securities; banking arrangements, including the investment of corporate cash; and management of the corporate debt structure. In addition, the Finance Committee reviews and approves finance and other cash management transactions. The Finance Committee appoints the members of, and oversees, an Investment Policy

Table of Contents

Committee which sets the investment policy and chooses investment managers for the company's domestic profit sharing and retirement plans. Mr. Pottruck is chairman of this committee, whose other members are Intel employees.

Attendance at Board, Committee, and Annual Stockholders Meetings. The Board held six meetings in 2007. We expect each director to attend every meeting of the Board and the committees on which he or she serves as well as the annual meeting. In 2007, each director attended the 2007 Annual Stockholders Meeting, with the exception of Mr. Pottruck. All directors attended at least 75% of the meetings of the Board and the committees on which they served in 2007.

Director Independence. Each of the non-employee directors qualifies as independent in accordance with the published listing requirements of NASDAQ: Ambassador Barshefsky, Ms. Bartz, Ms. Decker, Mr. Guzy, Mr. Hundt, Dr. Plummer, Mr. Pottruck, Dr. Shaw, Mr. Thornton, and Dr. Yoffie. Dr. Barrett and Mr. Otellini do not qualify as independent because they are Intel employees.

The NASDAQ rules have objective tests and a subjective test for determining who is an independent director. Under the objective tests, a director cannot be considered independent if he or she:

is an employee of the company; or

is a partner in, or an executive officer of, an entity to which the company made, or from which the company received, payments in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenue for that year.

The subjective test states that an independent director must be a person who lacks a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

None of the non-employee directors was disqualified from independent status under the objective tests. In assessing independence under the subjective test, the Board took into account the standards in the objective tests, and reviewed and discussed additional information provided by the directors and the company with regard to each director's business and personal activities as they may relate to Intel and Intel's management. Based on all of the foregoing, as required by NASDAQ rules, the Board made a subjective determination as to each independent director that no relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board has not established categorical standards or guidelines to make these subjective determinations, but considers all relevant facts and circumstances.

In addition to the Board-level standards for director independence, the directors who serve on the Audit Committee each satisfy standards established by the SEC providing that to qualify as independent for the purposes of membership on that committee, members of audit committees may not accept directly or indirectly any consulting, advisory, or other compensatory fee from the company other than their director compensation.

Transactions Considered in Independence Determinations. In making its independence determinations, the Board considered transactions occurring since the beginning of 2005 between Intel and entities associated with the independent directors or members of their immediate family. All identified transactions that appear to relate to Intel and a family member or entity with a known connection to a director are presented to the Board for consideration.

In making its subjective determination that each non-employee director is independent, the Board considered the transactions in the context of the NASDAQ objective standards, the special standards established by the SEC for members of audit committees, and the SEC and U.S. Internal Revenue Service (IRS) standards for compensation committee members. In each case, the Board determined that, because of the nature of the director's relationship with

the entity and/or the amount involved, the relationship did not impair the director's independence. The Board's independence determinations included reviewing the following transactions.

Ambassador Barshefsky is a partner at the law firm of Wilmer Cutler Pickering Hale and Dorr LLP. Intel paid this firm less than 1% of this firm's revenue in 2007, 2006, and 2005 for professional services. Ambassador Barshefsky does not provide any legal services to Intel, and she does not receive any compensation related to our payments to this firm. Ambassador Barshefsky's husband is an officer of American Honda Motor Company, Inc. (which is wholly owned by Honda Motor Co., Ltd.). Intel and the Intel Foundation participated in a loan to Honda Finance Corp., a subsidiary of Honda Motor Co., Ltd., in 2006 and 2007 by purchasing a short-term debt instrument as part of our investment portfolio.

Ms. Bartz and Ms. Decker are executive officers of companies with which Intel does business. Mr. Hundt and Dr. Plummer were outside advisers to companies with which Intel does business, but in such capacity did not provide advice or services to Intel. Family members of Ambassador Barshefsky, Ms. Bartz, Ms. Decker, and Mr. Thornton are

Table of Contents

directors or employees of companies with which Intel does business. The amount that Intel paid in each fiscal year to each of these companies for goods and services represented less than 1% of the other company's annual revenue, and the amount received in each fiscal year by Intel for goods and services from each company represented less than 1% of Intel's annual revenue.

Ms. Decker, Mr. Hundt, Dr. Plummer, Mr. Pottruck, Dr. Shaw, Mr. Thornton, Dr. Yoffie, or one of their immediate family members have each served as a trustee, director, employee, or advisory board member for one or more colleges and universities. Intel has a variety of dealings with these institutions, including:

sponsored research and technology licenses;

charitable contributions (matching and discretionary);

fellowships and scholarships;

facility, engineering, and equipment fees; and

payments for training, event hosting, and organizational participation or membership dues.

Payments to each of these institutions (including discretionary contributions by Intel and the Intel Foundation) constituted less than the greater of \$200,000 or 1% of that institution's 2007 annual revenue.

Each of our non-employee directors is, or was during the previous three fiscal years, a non-management director of another company that did business with Intel at some time during those years. These business relationships were, variously, as a supplier or purchaser of goods or services, licensing or research arrangements, or financing arrangements in which Intel or the Intel Foundation participated as a creditor.

Code of Conduct and Principles for Responsible Business. It is our policy that all employees must avoid any activity that is or has the appearance of being hostile, adverse, or competitive with Intel, or that interferes with the proper performance of their duties, responsibilities, or loyalty to Intel. Our Code of Conduct contains these policies and applies to our directors (with respect to their Intel-related activities), executive officers, and other employees.

Each director and executive officer must inform our Board when confronted with any situation that may be perceived as a conflict of interest with Intel, even if the person does not believe that the situation would violate our Code of Conduct. If in a particular circumstance the Board concludes that there is or may be a perceived conflict of interest, the Board will instruct our Legal department to work with our relevant business units to determine if there is a conflict of interest and, if there is, how the conflict should be resolved.

Any waivers of these conflict rules with regard to a director or an executive officer require the prior approval of the Board or the Audit Committee. Our Code of Conduct is our code-of-ethics document. Our Principles for Responsible Business express our commitment to ethical and legal practices on a worldwide basis. We have posted our Code of Conduct and our Principles for Responsible Business on our web site at www.intc.com under the Corporate Governance & Responsibility section.

Communications from Stockholders to Directors. The Board recommends that stockholders initiate communications with the Board, the Chairman, the Lead Independent Director, or any committee of the Board in writing to the attention of our Corporate Secretary at the address set forth in Other Matters. This process will assist the Board in reviewing and responding to stockholder communications in an appropriate manner. The Board has instructed our Corporate Secretary to review such correspondence and, in his discretion, not to forward items if he deems them to be

of a commercial or frivolous nature or otherwise inappropriate for the Board's consideration.

Corporate Governance Guidelines. The Board has adopted a set of Corporate Governance Guidelines. The Corporate Governance and Nominating Committee is responsible for overseeing the Guidelines and annually reviews them and makes recommendations to the Board concerning corporate governance matters. The Board may amend, waive, suspend, or repeal any of the Guidelines at any time, with or without public notice, as it determines necessary or appropriate in the exercise of the Board's judgment or fiduciary duties.

We have posted the Guidelines on our web site at www.intc.com under the Corporate Governance & Responsibility section. Among other matters, the Guidelines include the following items concerning the Board:

Independent directors may not stand for reelection after age 72, and management directors, other than former CEOs, may not stand for reelection after age 65. Corporate officers may continue as such no later than age 65.

Table of Contents

Directors are limited to service on four public company boards, including Intel's but excluding not-for-profit and mutual fund boards. If the director serves as an active CEO of a public company, the director is limited to service on three public company boards, including Intel's.

The CEO reports at least annually to the Board on succession planning and management development.

The Chairman of the Board manages a process whereby the Board and its members are subject to annual evaluation and self-assessment.

The Board will obtain stockholder approval before adopting any poison pill. If the Board later repeals this policy and adopts a poison pill without prior stockholder approval, the Board will submit the poison pill to an advisory vote by Intel's stockholders within 12 months from the date that the Board adopts the pill. If the company's stockholders fail to approve the poison pill, the Board may elect to terminate, retain, or modify the poison pill in the exercise of its fiduciary responsibilities.

In addition, the Board has adopted a policy committing not to issue shares of preferred stock to prevent an unsolicited merger or acquisition.

DIRECTOR COMPENSATION

The general policy of the Board is that compensation for independent directors should be a mix of cash and equity-based compensation. Intel does not pay management directors for Board service in addition to their regular employee compensation. The Corporate Governance and Nominating Committee, which consists solely of independent directors, has the primary responsibility for reviewing and considering any revisions to director compensation. The Board reviews the committee's recommendations and determines the amount of director compensation.

Intel's Legal department, Corporate Secretary, and Compensation and Benefits Group in the Human Resources department support the committee in setting director compensation and creating director compensation programs. In addition, the committee can engage the services of outside advisers, experts, and others to assist the committee. During 2007, the committee did not use an outside adviser to aid in setting director compensation.

To assist the committee in its annual review of director compensation, Intel's Compensation and Benefits Group provides director compensation data compiled from the annual reports and proxy statements of companies that the Board uses as its peer group for determining director compensation. The director peer group consists of companies within the S&P 100 and technology companies generally considered comparable to Intel. The committee targets cash and equity compensation at the median of the peer group. The director peer group consists of the following companies:

	Reported	Revenue	Net Income	Market Capitalization on February 20,
Company	Fiscal Year	(in billions) (\$)	(in billions) (\$)	2008 (in billions) (\$)
American International Group Inc.	12/31/07	110.1	6.2	121.5
Bank of America Corporation	12/31/07	66.3	15.0	190.9

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Chevron Corporation	12/31/07	220.9	18.7	180.3
Cisco Systems Inc.	7/28/07	34.9	7.3	139.4
Dell Inc.	2/2/07	57.4	2.6	44.3
Hewlett-Packard Company	10/31/07	104.3	7.3	122.1
International Business Machines Corporation	12/31/07	98.8	10.4	149.9
Johnson & Johnson	12/30/07	61.1	10.6	182.7
JP Morgan Chase & Co.	12/31/07	71.4	15.4	145.3
Microsoft Corporation	6/30/07	51.1	14.1	262.6
Motorola, Inc.	12/31/07	36.6		26.1
The Proctor and Gamble Company	6/30/07	76.5	10.3	203.6
Texas Instruments Incorporated	12/31/07	13.8	2.7	40.7
Wal-Mart Stores, Inc.	1/31/07	345.0	11.3	199.0
Intel 2007	12/29/07	38.3	7.0	119.0
Intel 2007 Percentile Rank		16th	23rd	23rd

Table of Contents

After reviewing peer group director compensation data in 2007, the committee did not recommend any changes to director compensation, as the current level of compensation was deemed competitive. The Board followed the recommendation of the committee and determined that no changes would be made to non-employee director compensation in 2007. Non-employee director compensation consists of the following elements:

annual cash retainer of \$75,000

annual restricted stock unit (RSU) grant with a market value of approximately \$145,000

Audit Committee chair annual fee of \$20,000

all other committee chair annual fees of \$10,000

non-chair Audit Committee member annual fee of \$10,000

Lead Independent Director annual RSU grant with a market value of approximately \$30,000

The following table details the total compensation of Intel's non-employee directors for the year ended December 29, 2007.

Director Summary Compensation

Name	Fees Earned		Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)	Total (\$)
	or Paid in Cash (\$)	Stock Awards (\$)(1)		
Charlene Barshefsky	75,000 ⁽²⁾	66,200		141,200
Susan L. Decker	75,000	42,000		117,000
D. James Guzy	95,000	140,200		235,200
Reed E. Hundt	85,000	124,100		209,100
James D. Plummer	85,000	66,200		151,200
David S. Pottruck	95,000	140,200		235,200
Jane E. Shaw	95,000	140,200		235,200
John L. Thornton	75,000	66,200		141,200
David B. Yoffie	95,000	169,200	10,000	274,200
Total	775,000	954,500	10,000	1,739,500

- (1) Grant date fair value of RSUs granted in 2007: \$140,200 for each director other than Ms. Decker (\$209,900), who received a prorated grant for the 2007 compensation cycle upon joining the Board in 2006, and Dr. Yoffie (\$169,200), who received an additional grant as Lead Independent Director. Because awards to Mr. Guzy, Mr. Pottruck, Dr. Shaw, and Dr. Yoffie would accelerate in full upon their retirement under the terms of the awards, we recognized all of the compensation expense associated with their 2007 RSUs at the time of grant.
- (2) Ambassador Barshefsky received 1,485 RSUs on July 19, 2007 in lieu of one-half of her annual cash retainer. She will receive her remaining RSUs in July 2008 for the other half of her retainer. These shares vest in equal annual installments over three years.

Table of Contents

Fees Earned or Paid in Cash. Directors receive cash fees in quarterly installments so that adjustments can be made during the year. Directors forfeit unpaid portions of cash retainers upon termination, retirement, disability, or death. The following table provides a breakdown of fees earned or paid in cash.

Name	Annual Retainers (\$)	Committee Chair Fees (\$)	Audit Committee Member Fees (\$)	Total (\$)
Charlene Barshefsky	75,000			75,000
Susan L. Decker	75,000			75,000
D. James Guzy	75,000	10,000	10,000	95,000
Reed E. Hundt	75,000	10,000		85,000
James D. Plummer	75,000		10,000	85,000
David S. Pottruck	75,000	10,000 ⁽¹⁾	10,000	95,000
Jane E. Shaw	75,000	20,000		95,000
John L. Thornton	75,000			75,000
David B. Yoffie	75,000	20,000		95,000

- (1) Mr. Pottruck chairs the Retirement Plans Investment Policy Committee. The Finance Committee appoints the members of that committee, which includes company officers. This committee is responsible for adopting and amending investment policies for our U.S. employee retirement plans.

Under the RSU in Lieu of Cash Election program, directors can elect annually to receive all of their cash compensation in the form of RSUs. This election must be 100% or 0%, and must be made in the tax year prior to receiving compensation. The Board grants RSUs elected in lieu of cash on the same grant date and with the same vesting terms as the annual RSU grant to directors. Ambassador Barshefsky participated in this program in 2007.

Equity Awards. In accordance with Intel's 2006 Equity Incentive Plan, equity grants to non-employee directors may not exceed 30,000 shares per director per year. The current practice is to grant each non-employee director RSUs each July with a market value of the underlying shares on the grant date of approximately \$145,000 and which vest in equal annual installments over a three-year period from the grant date. On July 19, 2007, Intel granted each independent director 5,755 RSUs; the closing price of Intel's common stock was \$25.26 on that date. The Board awarded Dr. Yoffie an additional 1,190 RSUs for his service as Lead Independent Director. In addition, Ms. Decker received a prorated award of 3,505 RSUs on January 18, 2007 following her election to the Board. Vesting of all shares accelerates upon retirement from the Board if a director is 72 years of age or has at least seven years of service on Intel's Board. Directors do not receive dividends on unvested RSUs.

The amounts included in the **Stock Awards** column in the Director Summary Compensation table reflect the dollar amounts recognized for financial statement reporting purposes for the fiscal year ended December 29, 2007 in accordance with Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), **Share-Based Payment** (SFAS No. 123(R)), excluding forfeitures. The **Stock Awards** column generally includes amounts from awards granted in 2007 and 2006. However, because Mr. Guzy, Mr. Pottruck, Dr. Shaw, and Dr. Yoffie are retirement-eligible under the 2006 Equity Incentive Plan, their 2007 RSU awards would accelerate in full upon their retirement from the Board. As a result, at the time of grant we recognized all of the compensation expense associated with their 2007 RSUs. The following table includes the assumptions used in the calculation of these amounts.

Grant Date	Assumptions	
	Risk-Free Interest Rate (%)	Dividend Yield (%)
7/21/06	5.2	2.3
1/18/07	5.0	2.2
7/19/07	5.0	1.8

The following table provides information on the outstanding equity awards at fiscal year-end for non-employee directors. Market value for option awards is calculated by taking the difference between the closing price of Intel common stock on NASDAQ on the last trading day of the fiscal year (\$26.76 on December 28, 2007) and the option exercise price and multiplying it by the number of exercisable options. Market value for stock awards (consisting solely of RSUs) is

Table of Contents

determined by multiplying the number of shares by the closing price of Intel common stock on NASDAQ on the last trading day of the fiscal year.

Outstanding Equity Awards for Directors at Fiscal Year-End 2007

	Option Awards					Stock Awards		
		Number of Securities			Market	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	
	Grant Date	Underlying Unexercised Options (#) Exercisable	Option Price (\$)	Option Expiration Date	Unexercised Options Value of (\$)	Grant Date		
Charlene Barshefsky	5/19/04	15,000	27.53	5/19/11		7/21/06	5,647	151,100
	7/20/05	19,000	27.15	7/20/12		7/19/07	7,240	193,700
	1/21/04	5,000	32.06	1/21/14				
Total		39,000					12,887	344,800
Susan L. Decker						1/18/07	3,505	93,800
						7/19/07	5,755	154,000
Total							9,260	247,800
D. James Guzy	5/20/98	20,000	19.48	5/20/08	145,600	7/21/06	5,647	151,100
	5/19/99	15,000	29.39	5/19/09		7/19/07	5,755	154,000
	5/17/00	15,000	61.45	5/17/10				
	5/19/04	15,000	27.53	5/19/11				
	5/23/01	15,000	29.41	5/23/11				
	5/22/02	15,000	29.19	5/22/12				
	7/20/05	19,000	27.15	7/20/12				
	5/21/03	15,000	18.73	5/21/13	120,500			
Total		129,000			266,100		11,402	305,100
Reed E. Hundt	5/19/04	15,000	27.53	5/19/11		7/21/06	5,647	151,100
	5/24/01	35,000	28.76	5/24/11		7/19/07	5,755	154,000
	5/22/02	15,000	29.19	5/22/12				
	7/20/05	19,000	27.15	7/20/12				
	5/21/03	15,000	18.73	5/21/13	120,500			
Total		99,000			120,500		11,402	305,100

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James D. Plummer	7/20/05	15,000	27.15	7/20/12		7/21/06 7/19/07	5,647 5,755	151,100 154,000
Total		15,000					11,402	305,100
David S. Pottruck	1/26/99	20,000	33.58	1/26/09		7/21/06	5,647	151,100
	5/19/99	15,000	29.39	5/19/09		7/19/07	5,755	154,000
	5/17/00	15,000	61.45	5/17/10				
	5/19/04	15,000	27.53	5/19/11				
	5/23/01	15,000	29.41	5/23/11				
	5/22/02	15,000	29.19	5/22/12				
	7/20/05	19,000	27.15	7/20/12				
	5/21/03	15,000	18.73	5/21/13	120,500			
Total		129,000			120,500		11,402	305,100
Jane E. Shaw	5/20/98	20,000	19.48	5/20/08	145,600	7/21/06	5,647	151,100
	5/19/99	15,000	29.39	5/19/09		7/19/07	5,755	154,000
	5/17/00	15,000	61.45	5/17/10				
	5/19/04	15,000	27.53	5/19/11				
	5/23/01	15,000	29.41	5/23/11				
	5/22/02	15,000	29.19	5/22/12				
	7/20/05	19,000	27.15	7/20/12				
	5/21/03	15,000	18.73	5/21/13	120,500			
Total		129,000			266,100		11,402	305,100

Table of Contents

	Option Awards					Stock Awards		
		Number of Securities				Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	
	Underlying	Option	Market					
	Unexercised	Exercise	Option	Value of	Grant			
Grant	Options	Price	Expiration	Unexercised	Grant			
Name	Date	(#)	(\$)	Date	Options	Date	(#)	(\$)
John L. Thornton	5/19/04	15,000	27.53	5/19/11		7/21/06	5,647	151,100
	7/20/05	19,000	27.15	7/20/12		7/19/07	5,755	154,000
	7/23/03	12,500	24.58	7/23/13	27,300			
Total		46,500			27,300		11,402	305,100
David B. Yoffie	5/19/99	15,000	29.39	5/19/09		7/21/06	6,814	182,300
	5/17/00	15,000	61.45	5/17/10		7/19/07	6,945	185,900
	5/19/04	15,000	27.53	5/19/11				
	5/23/01	15,000	29.41	5/23/11				
	5/22/02	15,000	29.19	5/22/12				
	7/20/05	19,000	27.15	7/20/12				
	5/21/03	15,000	18.73	5/21/13	120,500			
Total		109,000			120,500		13,759	368,200

Director Stock Ownership Guidelines. The Board has established stock ownership guidelines for the non-employee directors. Within five years of joining the Board, the director must acquire and hold at least 15,000 shares of Intel common stock. After each succeeding five years of Board service, non-employee directors must own an additional 5,000 shares (for example, 20,000 shares after 10 years of service). Unexercised stock options and unvested RSUs do not count toward this requirement. As of December 29, 2007, each director had either satisfied these ownership guidelines or had time remaining to do so.

Retirement. Intel has a deferred compensation plan that allows non-employee directors to defer their cash and equity compensation. The Cash Deferral Election allows participants to defer up to 100% of their cash compensation and receive an investment return on the deferred funds as if the funds were invested in Intel common stock. Participants receive credit for reinvestment of dividends under this option. Plan participants must elect irrevocably to receive the deferred funds either in a lump sum or in equal annual installments over five or 10 years, and to begin receiving distributions either at retirement or at a future date not less than 24 months from the election date. This deferred cash compensation is an unsecured obligation for Intel. None of the directors chose the Cash Deferral Election with respect to their 2007 fees. The RSU Deferral Election allows directors to defer their RSUs until termination of service. This election must be 100% or 0% and applies to all RSUs granted during the year. Deferred RSUs count toward Intel's stock ownership guidelines once they vest. Directors do not receive dividends on deferred RSUs. Ambassador Barshefsky and Dr. Shaw participated in the RSU Deferral Election program in 2007.

In 1998, the Board ended its retirement program for independent directors. Non-employee directors serving at that time were vested with the number of years served. They will receive an annual benefit equal to the annual retainer fee in effect at the time of payment, to be paid beginning upon the director's departure from the Board. The payments will continue for the lesser of the number of years served as a non-employee director or the life of the director. The amounts in the "Change in Pension Value and Non-Qualified Deferred Compensation Earnings" column in the Director Summary Compensation table represent the actuarial increase in pension value accrued under this program. Assumptions used in determining these increases include a discount rate of 5.6%, a retirement age of 65 or current age if older, RP2000 Mortality Table projected to 2007, and an annual benefit amount of \$75,000.

Travel Expenses. Intel does not pay meeting fees. We reimburse the directors for their travel and related expenses in connection with attending Board meetings and Board-related activities, such as Intel site visits and sponsored events, as well as continuing education programs.

Charitable Matching. Directors' charitable contributions to schools and universities that meet the guidelines of Intel's employee charitable matching gift program are eligible for matching funds of up to \$10,000 per director per year, which is the same limit for employees generally.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table presents the beneficial ownership of our common stock by each of our directors and listed officers and all of our directors and executive officers as a group as of February 21, 2008. Amounts reported under Number of Shares of Common Stock Beneficially Owned at February 21, 2008 include the number of shares subject to stock options and RSUs that become exercisable or vest within 60 days of February 21, 2008 (which are shown in the columns to the right). Our listed officers are the CEO, Chief Financial Officer (CFO), and three other most highly compensated executive officers in a particular year. In October 2007, Stacy J. Smith succeeded Andy D. Bryant as CFO; therefore, we have six listed officers. To our knowledge, none of our stockholders owns more than 5% of our common stock. Except as otherwise indicated and subject to applicable community property laws, each owner has sole voting and investment power with respect to the securities listed.

Stockholder	Number of Shares of Common Stock		Number of Shares Subject to Options Exercisable as of February 21, 2008 or	Number of RSUs That Vest Within 60 Days of February 21, 2008
	Beneficially Owned at February 21, 2008	Percent of Class	Which Become Exercisable Within 60 Days of This Date	
D. James Guzy, Director	10,369,175	**	129,000	
Craig R. Barrett, Director and Chairman of the Board	6,108,834 ⁽¹⁾	**	2,795,196	5,641
Paul S. Otellini, Director, President, and Chief Executive Officer	3,488,008 ⁽²⁾	**	2,742,586	22,500
Sean M. Maloney, Executive Vice President, General Manager, Sales and Marketing Group, and Chief Sales and Marketing Officer	2,153,203 ⁽³⁾	**	1,998,487	12,125
Andy D. Bryant, Executive Vice President, Finance and Enterprise Services, and Chief Administrative Officer	1,806,018 ⁽⁴⁾	**	1,586,454	12,125
David Perlmutter, Executive Vice President and General Manager, Mobility Group	551,591	**	505,390	11,375

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Jane E. Shaw, Director	298,179 ⁽⁵⁾	**	129,000	
David B. Yoffie, Director	258,206 ⁽⁶⁾	**	109,000	
Stacy J. Smith, Vice President and Chief Financial Officer	235,781	**	219,990	7,500
David S. Pottruck, Director	154,468 ⁽⁷⁾	**	129,000	
Reed E. Hundt, Director	111,823	**	99,000	
Charlene Barshefsky, Director	54,000 ⁽⁸⁾	**	39,000	
John L. Thornton, Director	49,323	**	46,500	
James D. Plummer, Director	20,823	**	15,000	
Carol A. Bartz, Director	6,766 ⁽⁹⁾	**		
Susan L. Decker, Director	1,168	**		
All directors and executive officers as a group (22 individuals)	30,956,077	**	14,849,985	123,516

** Less than 1%.

- (1) Includes 150,000 shares owned by a private charitable foundation for which Dr. Barrett shares voting authority.
- (2) Includes 1,364 shares held by Mr. Otellini's spouse, and Mr. Otellini disclaims beneficial ownership of these shares.
- (3) Includes 4,085 shares held by Mr. Maloney's spouse.
- (4) Includes 1,600 shares held by Mr. Bryant's son and 1,000 shares held by Mr. Bryant's daughter, and Mr. Bryant disclaims beneficial ownership of these shares.
- (5) Includes 166,356 shares held by a family trust for which Dr. Shaw shares voting and disposition authority.

Table of Contents

- (6) Includes 4,400 shares held by Dr. Yoffie's mother. Dr. Yoffie had a power of attorney for his mother's finances, which has subsequently been cancelled. Dr. Yoffie disclaims any economic interest in these shares.
- (7) Includes 800 shares held by Mr. Pottruck's daughter. Includes a total of 13,400 shares held in two separate annuity trusts for the benefit of Mr. Pottruck's brother for which Mr. Pottruck shares voting and disposition authority.
- (8) Includes 3,977 shares held jointly with Ambassador Barshefsky's spouse for which Ambassador Barshefsky shares voting and disposition authority.
- (9) Includes shares held by a family trust for which Ms. Bartz has sole voting and disposition authority.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Board's Audit Committee is responsible for review, approval, or ratification of related-person transactions involving Intel or its subsidiaries and related persons. Under SEC rules, a related person is a director, officer, nominee for director, or 5% stockholder of the company since the beginning of the previous fiscal year, and their immediate family members. Intel has adopted written policies and procedures that apply to any transaction or series of transactions in which the company or a subsidiary is a participant, the amount involved exceeds \$120,000, and a related person has a direct or indirect material interest.

The Audit Committee has determined that, barring additional facts or circumstances, a related person does not have a direct or indirect material interest in the following categories of transactions:

any transaction with another company for which a related person's only relationship is as an employee (other than an executive officer), director, or beneficial owner of less than 10% of that company's shares, if the amount involved does not exceed the greater of \$1 million or 2% of that company's total annual revenue;

any charitable contribution, grant, or endowment by Intel or the Intel Foundation to a charitable organization, foundation, or university for which a related person's only relationship is as an employee (other than an executive officer) or a director, if the amount involved does not exceed the lesser of \$1 million or 2% of the charitable organization's total annual receipts, or any matching contribution, grant, or endowment by the Intel Foundation;

compensation to executive officers determined by the Compensation Committee;

compensation to directors determined by the Board;

transactions in which all security holders receive proportional benefits; and

banking-related services involving a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar service.

Intel personnel in the Legal and Finance departments review transactions involving related persons that are not included in one of the above categories. If they determine that a related person could have a significant interest in such a transaction, the transaction is forwarded to the Audit Committee for review. The Audit Committee determines whether the related person has a material interest in a transaction and may approve, ratify, rescind, or take other action with respect to the transaction in its discretion.

In 2007, there was one related-person transaction under the relevant standards: Intel employed the brother-in-law of Robert J. Baker, an executive officer, as an industrial engineer. Mr. Baker's brother-in-law received total compensation of \$149,300, which was calculated in the same manner as total compensation in the Summary Compensation table. The Audit Committee reviewed and ratified this transaction.

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Committee of the Board of Directors determines the compensation for our executive officers. The committee considers, adopts, reviews, and revises executive officer compensation plans, programs, and guidelines and reviews and determines all components of each individual executive officer's compensation. The committee also consults with management regarding non-executive employee compensation plans and programs, including administering our equity incentive plans.

This section of the proxy statement explains how our executive compensation programs are designed and operate with respect to our listed officers (the CEO, CFO, and three other most highly compensated executive officers in a particular year). In October 2007, Stacy J. Smith succeeded Andy D. Bryant as CFO; therefore, in 2008 we have six listed officers. Because Mr. Smith was not an executive officer at the beginning of the year, the committee did not determine his base

Table of Contents

salary, annual incentive cash baseline, or equity awards for 2007, but the committee did set these amounts for 2008. The Executive Compensation section presents compensation earned by the listed officers in 2007, 2006, and 2005.

Executive Summary

Intel's compensation programs are designed to support our business goals and promote the short- and long-term profitable growth of the company. Intel's equity plans are designed to ensure that executive compensation programs and practices are aligned with the long-term interests of Intel's stockholders. Total compensation of each individual varies with individual performance and Intel's performance in achieving financial and non-financial objectives.

The committee and Intel's management believe that compensation should help to recruit, retain, and motivate the employees that the company will depend on for current and future success. The committee and Intel's management also believe that the proportion of at-risk, performance-based compensation should rise as an employee's level of responsibility increases. Intel's compensation philosophy is reflected in the following key design priorities that govern compensation decisions:

alignment with stockholders' interests;

pay for performance;

employee recruitment, retention, and motivation;

cost and dilution management; and

egalitarianism.

Intel employees, including executive officers, are employed at will, without employment agreements, severance payment arrangements (except as required by local law), or payment arrangements that would be triggered by a change in control of Intel. Retirement plan programs are broad-based; Intel does not provide special retirement plans or benefits solely for executive officers.

The committee believes that the majority of the executive officers' total compensation should consist of equity awards, which are longer term incentive compensation, rather than cash, which is typically tied to shorter term performance. This view aligns the interests of executive officers with the interests of stockholders. We use the following descriptive categories in this Compensation Discussion and Analysis section:

Total cash compensation refers to base salary plus performance-based cash compensation.

Performance-based cash compensation includes annual and semiannual incentive cash payments.

Equity awards include stock options and RSUs, both of which may be granted as annual or long-term awards with time-based vesting.

Performance-based compensation refers to performance-based cash compensation and equity awards (with time-based vesting).

Total compensation refers to base salary, performance-based cash compensation, and equity awards (note that this formulation differs from that in the Summary Compensation table).

Compensation for the majority of Intel's employees located in the United States, including executive officers, consists of the elements identified in the following table.

Compensation Element	Objective	Key Features
Base Salaries	To provide a minimum, fixed level of cash compensation for the executive officers	Targeted at the 25th percentile of our peer group on average, since we strive to have the majority of executive officer pay at-risk and tied to company performance Adjustments are based on an individual's current and expected future performance and pay relative to the market

Table of Contents

Compensation Element	Objective	Key Features
Performance-Based Cash Compensation	To encourage and reward executive officers' contributions in producing strong financial and operational results	<p>Annual incentive cash payments are based on a formula that includes relative and absolute net income growth, company performance to operational goals, and an individual performance adjustment</p> <p>Semiannual incentive cash payments are based on pretax margin or net income, plus customer satisfaction goals</p> <p>Total cash compensation (base salary plus performance-based cash compensation) is targeted at the 65th percentile of the peer group on average (actual percentile will vary based on annual performance)</p>
Equity Awards	To retain executive officers and align their interests with those of stockholders	<p>Targeted at the 65th percentile of our peer group on average when an executive officer receives annual and long-term stock options and RSU grants</p> <p>Majority of listed officers' total compensation comes in the form of stock options that return value to the executive officer only if our stock price appreciates</p> <p>Annual equity awards generally vest in 25% annual installments over four years</p> <p>Long-term equity awards generally vest in full on the fifth anniversary of the grant date</p>
Stock Purchase Plan	To encourage executive officer stock ownership, further aligning their interests with those of stockholders	Broad-based program under which employees, including executive officers, can purchase up to \$25,000 in market value of Intel stock at a 15% discount to the market price
Profit Sharing Retirement Plan	To provide a minimum level of retirement income for the executive officers	<p>Broad-based plan under which Intel makes profit sharing contributions (a percentage of eligible salary and performance-based cash compensation) up to the tax code limit</p> <p>Intel's contributions vest in 20% annual increments after two years of service, completely vesting after six years</p>

Deferred Compensation Plan	To provide retirement savings in a tax-efficient manner	Any profit sharing contributions exceeding the tax code limit are added to the executive officer's deferred compensation account
		Executive officers can elect to defer their base salaries and annual incentive cash payments

History of Executive Compensation at Intel

Historically, compensation for executive officers has consisted of base salary, annual and semiannual incentive cash payments linked to earnings and other performance factors, equity grants, employee stock purchase program, and retirement contributions.

Base salaries for executive officers have traditionally been below the median compared to our peer group. To offset these lower than market base salaries and tie total compensation to company performance, Intel has offered higher than market performance-based compensation in the form of annual and semiannual incentive cash payments and equity awards. As a result, executive officer compensation fluctuates significantly with company performance, aligning executive officers with

Table of Contents

the long-term interests of our stockholders. In addition, Intel's egalitarian culture, inspired by Intel's founders, discourages the committee from offering employment agreements, severance payment arrangements, change in control agreements, or perquisites to our executive officers.

Although our core philosophy and the main elements of executive compensation have remained consistent over time, the committee has sought ways to improve Intel's compensation programs. Recent examples include:

In 2006, Intel began granting RSUs in addition to stock options to manage dilution and promote retention.

In 2007, the Executive Officer Incentive Plan was redesigned to provide greater clarity and alignment with performance by adopting a formula that includes relative and absolute financial components based on net income growth, an operational component based on achievement of business goals, and an individual performance adjustment.

The committee periodically reviews Intel's programs and philosophy to ensure that they are consistent with our goal of attracting, retaining, and motivating our executive officers to deliver outstanding results for our stockholders.

Determining Executive Compensation

In determining base salary, annual incentive cash baselines, and equity awards, the committee uses the executive officers' current level of compensation as the starting point. The committee then makes adjustments to those levels primarily using benchmarking to peer companies and the individual's performance. Secondary considerations in determining the new level of compensation include internal pay equity and wealth accumulation. The committee has discretion to set compensation at levels that differ from the target levels.

Benchmarking

To assist the committee in its review of executive compensation, Intel's Compensation and Benefits Group provides compensation data compiled from executive compensation surveys, as well as data gathered from annual reports and proxy statements from companies that the committee selects as a peer group for executive compensation analysis purposes. This historical compensation data is then adjusted in order to arrive at current-year estimates for the peer group. The committee uses this data to compare the compensation of our executive officers to the peer group, targeting the 25th percentile for base salaries and the 65th percentile for total cash compensation on average. The committee's goal for equity compensation is that the combination of annual and long-term equity awards will approximate the 65th percentile of the peer group on average. Since the executive officers have the highest levels of responsibility for the company's overall performance, the committee believes these officers are in the best positions to influence the company's performance, and accordingly should have a significant portion of their cash compensation at risk. Professor Hall, the committee's independent adviser, and Intel's Compensation and Benefits Group review this data with the committee.

For 2007, the peer group consisted of technology companies generally considered comparable to Intel as well as non-technology companies within the Fortune 100. For the peer group used in 2007, the committee's intent was to choose companies that had one or more attributes similar to Intel's, including semiconductor or computer design, manufacturing and integration, and large enterprises with global operations. The peer group consisted of the following companies:

Reported Fiscal Revenue (in

Company	Year	billions) (\$)	Net Income (in billions) (\$)	Market Capitalization on February 20, 2008 (in billions) (\$)
Advanced Micro Devices, Inc.	12/29/07	6.0	(3.4)	4.0
Apple, Inc.	9/29/07	24.0	3.5	108.8
Applied Materials, Inc.	10/28/07	9.7	1.7	26.7
Bank of America Corporation	12/31/07	66.3	15.0	190.9
Chevron Corporation	12/31/07	220.9	18.7	180.3
Cisco Systems Inc.	7/28/07	34.9	7.3	139.4
Citigroup Inc.	12/31/07	81.7	3.6	127.3
The Coca-Cola Company	12/31/07	28.9	6.0	135.0
Dell Inc.	2/2/07	57.4	2.6	44.3
EMC Corporation	12/31/07	13.2	1.7	32.4
Exxon Mobil Corporation	12/31/07	404.6	40.6	474.2

Table of Contents

Company	Reported Fiscal Year	Revenue (in billions) (\$)	Net Income (in billions) (\$)	Market Capitalization on February 20, 2008 (in billions) (\$)
Ford Motor Company	12/31/07	172.5	(2.7)	13.5
General Electric Company	12/31/07	172.7	22.2	345.3
General Motors Corporation	12/31/07	181.1	(38.7)	14.5
Hewlett-Packard Company	10/31/07	104.3	7.3	122.1
Honeywell International Inc.	12/31/07	34.6	2.4	42.1
International Business Machines Corporation	12/31/07	98.8	10.4	149.9
Johnson & Johnson	12/30/07	61.1	10.6	182.7
Lockheed Martin Corporation	12/31/07	41.9	3.0	43.8
Microsoft Corporation	6/30/07	51.1	14.1	262.6
Motorola, Inc.	12/31/07	36.6		26.1
National Semiconductor Corporation	5/27/07	1.9	0.4	4.4
Nortel Networks Corporation	12/31/07	10.9	(1.0)	5.0
PepsiCo, Inc.	12/29/07	39.5	5.7	114.2
Pfizer Inc.	12/31/07	48.4	8.1	152.2
Qualcomm Incorporated	9/30/07	8.9	3.3	69.9
Safeway Inc.	12/29/07	42.3	0.9	14.1
Sony Corporation	3/31/07	70.3	1.1	46.9
Sun Microsystems, Inc.	6/30/07	13.9	0.5	15.6
Target Corporation	2/3/07	59.5	2.8	44.4
Texas Instruments Incorporated	12/31/07	13.8	2.7	40.7
Time Warner Inc.	12/31/07	46.5	4.4	59.3

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United Parcel Service, Inc.	12/31/07	49.7	0.4	76.1
The Walt Disney Company	9/29/07	35.5	4.7	61.4
Intel 2007	12/29/07	38.3	7.0	119.0
Intel 2007 Percentile Rank		41st	71st	65th

Peer Group Changes for 2008

Based on the recommendation of Professor Hall and Intel's Compensation and Benefits Group, the committee revised the peer group that Intel will use for making compensation decisions in 2008. The size of the peer group was reduced to 25 companies with the goal of more accurately reflecting the companies with which Intel competes for talent and to resemble more closely the peer group that Intel uses for measuring relative financial performance for annual incentive cash payments. The new peer group includes 15 technology companies and 10 companies outside the technology industry from the S&P 100. The committee chose companies that resemble Intel in various respects, such as making large investments in research and development and having significant manufacturing and global operations. In addition, the committee selected companies whose three-year averages for revenue, net income, and market capitalization approximated Intel's. Based on the review of market data by Professor Hall and Intel's Compensation and Benefits Group, the committee does not expect changes in the peer group to have a significant impact on aggregate compensation for 2008. The new peer group is as follows:

Company	Reported Fiscal Year	Revenue (in billions) (\$)	Net Income (in billions) (\$)	Market Capitalization on February 20, 2008 (in billions) (\$)
Advanced Micro Devices, Inc.	12/29/07	6.0	(3.4)	4.0
Apple, Inc.	9/29/07	24.0	3.5	108.8
Applied Materials, Inc.	10/28/07	9.7	1.7	26.7
AT&T Corporation	12/31/07	118.9	12.0	207.7
Cisco Systems Inc.	7/28/07	34.9	7.3	139.4

Table of Contents

Company	Reported Fiscal Year	Revenue (in billions) (\$)	Net Income (in billions) (\$)	Market Capitalization on February 20, 2008 (in billions) (\$)
Dell Inc.	2/2/07	57.4	2.6	44.3
The Dow Chemical Company	12/31/07	53.5	2.9	36.8
EMC Corporation	12/31/07	13.2	1.7	32.4
General Electric Company	12/31/07	172.7	22.2	345.3
Google Inc.	12/31/07	16.6	4.2	158.9
Hewlett-Packard Company	10/31/07	104.3	7.3	122.1
International Business Machines Corporation	12/31/07	98.8	10.4	149.9
Johnson & Johnson	12/30/07	61.1	10.6	182.7
Merck & Co., Inc.	12/31/07	24.2	3.3	102.4
Microsoft Corporation	6/30/07	51.1	14.1	262.6
Motorola, Inc.	12/31/07	36.6		26.1
Oracle Corporation	5/31/07	18.0	4.3	99.8
Pfizer Inc.	12/31/07	48.4	8.1	152.2
Qualcomm Incorporated	9/30/07	8.9	3.3	69.9
Texas Instruments Incorporated	12/31/07	13.8	2.7	40.7
Tyco International Ltd.	9/28/07	18.8	(1.7)	19.5
United Parcel Service, Inc.	12/31/07	49.7	0.4	76.1
United Technologies Corporation	12/31/07	54.8	4.2	70.7
Verizon Communications Inc.	12/31/07	93.5	5.5	101.4
Yahoo! Inc.	12/31/07	7.0	0.7	40.2
Intel 2007	12/29/07	38.3	7.0	119.0
Intel 2007 Percentile Rank		51st	69th	66th

Individual Performance Reviews

The CEO documents each executive officer's performance during the year, detailing accomplishments, areas of strength, and areas for development. The CEO bases his evaluation on his knowledge of each executive officer's performance, an individual self-assessment completed by each executive officer, and feedback provided by each executive officer's peers and direct reports. The CEO also reviews the compensation data gathered from the compensation surveys and makes a recommendation to the committee on each executive officer's base salary, annual incentive cash baselines, and equity awards. The CEO does not propose compensation for himself or the Chairman. Intel's Director of Human Resources and the Compensation and Benefits Group assist the CEO in developing the executive officers' performance reviews and reviewing the market compensation data to determine the compensation recommendations. Executive officers do not propose or seek approval for their own compensation.

The Chairman and the CEO's annual performance reviews are developed by the independent directors acting as a committee of the whole Board, chaired by the Lead Independent Director. For the CEO's review, formal input is received from the independent directors, the Chairman, and senior management. For the Chairman's review, input is received from the independent directors and the CEO. The Chairman and the CEO also submit self-assessments. The independent directors meet as a group in executive session to prepare the reviews, which are completed and presented to the Chairman and the CEO. These evaluations are used by the committee to determine the Chairman and CEO's base salaries, annual incentive cash baselines, and equity awards.

Internal Pay Equity

The committee compares the compensation of executive officers with the compensation of the top 100 highest paid employees at Intel to monitor internal pay equity. The committee does not use fixed ratios when conducting this analysis, but our CEO's total compensation has typically been 1.5 – 3x the total compensation paid to each of our executive vice presidents.

Table of Contents

Wealth Accumulation Analysis

The committee's process for determining compensation also includes a review of Intel's executive compensation programs and practices, and an analysis of all elements of compensation. The committee also reviews the value of each element of compensation that the executive officer could potentially receive in the next 10 years, under scenarios of continuing employment, termination, and retirement. For this review, total remuneration includes all aspects of the executive officer's total cash compensation from continuing employment, the future value of equity awards under varying stock price assumptions (and including, as applicable, the impact of accelerated vesting upon retirement), the value of any deferred compensation, and profit sharing retirement benefits. The goal of the analysis is to allow the committee to see how each element of compensation interacts with the other elements and to see how current compensation decisions may affect future wealth accumulation. To date, the amount of past compensation, including amounts realized or realizable from prior equity awards, has generally not been a significant factor in the committee's considerations.

Final Compensation Determinations

In the first quarter of 2007, the committee established base salaries, set the annual incentive cash baselines and operational goals under the Executive Officer Incentive Plan, and determined the equity awards for executive officers. When setting the annual incentive baseline amount, the committee takes into account that these amounts are subject to a multiplier under the Executive Officer Incentive Plan formula. Thus, even when the baseline amount was lower than an executive officer's base salary, the multiplier resulted in a higher percentage of total cash compensation being performance-based. Following the end of the year, the committee approved the calculation of the multiplier to be used in making annual incentive cash payments based on the Executive Officer Incentive Plan formula and determined any individual performance adjustments under the plan. These determinations are discussed below, after which we provide more details on the different elements of compensation.

With respect to adjustments based on market data, 2007 was the second year of a three-year program to increase cash and equity compensation levels to reach the target percentiles set by the committee, and mirrors an effort to increase compensation for employees generally. However, the target percentiles for base salary, total cash compensation, equity compensation, and total compensation are guidelines for the committee. The committee's subjective consideration of the other factors discussed above results in individual determinations that differ, at times significantly, from the target percentiles. In addition, actual cash compensation for each of the listed officers also increased due to higher annual incentive cash payments under the Executive Officer Incentive Plan that reflect stronger corporate performance compared to 2006.

Considerations Specific to Dr. Barrett

Dr. Barrett has served as Intel's Chairman since May 15, 2005, following his transition from serving as Intel's CEO, and he has been an Intel employee since 1974. In 2007, as in 2006, the committee elected to reduce Dr. Barrett's base salary by 23% and annual incentive cash baseline by 30%, primarily to reflect the differences in job scope between the role of Chairman and CEO. However, Intel's strong financial performance in 2007 resulted in an increase in his performance-based cash compensation. Accordingly, Dr. Barrett's total cash compensation increased 11% in 2007. Dr. Barrett received a higher proportion of RSUs in 2007, reflecting the committee's decision to provide executive officers with an equity mix of approximately 70% stock options and 30% RSUs. Primarily because of the increase in performance-based cash compensation, Dr. Barrett's total compensation increased 10% for 2007. The committee compensated Dr. Barrett at levels significantly below the target percentiles, primarily due to differences in the scope of his job compared to other chairman of the board positions in the peer group.

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	2007	2006	Change
	(\$)	(\$)	(%)
Base Salary	358,300	463,000	(23)
Total Cash Compensation	1,752,400	1,573,400	11
Annual Equity Awards (based on grant date fair value)	1,134,700	1,062,300	7
Long-Term Equity Awards (based on grant date fair value)			
Total Compensation	2,887,100	2,635,700	10

Table of Contents*Considerations Specific to Mr. Otellini*

Mr. Otellini has served as Intel's CEO since May 15, 2005 and has been an Intel employee since 1974. In 2007, the Committee elected to increase Mr. Otellini's base salary by 10% and annual incentive cash baseline by 25%. Both elements were increased in light of peer data indicating that his cash compensation was significantly below the committee's compensation goals. Mr. Otellini's base salary was increased less than his annual incentive cash baseline in an effort to increase the proportion of at-risk, performance-based compensation. Based on market data, the committee believes that Mr. Otellini's base salary for 2007 was below the 25th percentile. Although his base salary and annual incentive cash baseline increases, along with the effect of Intel's strong financial performance on annual incentive cash payments, resulted in Mr. Otellini's total cash compensation increasing 91% in 2007, the committee believes that his total cash compensation remained below the 65th percentile. Based on grant date fair value, Mr. Otellini received a 4% increase in the value of his annual equity awards in 2007 compared to 2006. In 2007, Mr. Otellini was also granted a long-term stock option to purchase 700,000 shares. In order to reinforce the at-risk, performance-based nature of Mr. Otellini's total compensation package and reward long-term stock price appreciation, this long-term stock option award was granted in a single year instead of being spread over a number of years. Primarily because of Mr. Otellini's increased performance-based cash compensation and his long-term stock option, Mr. Otellini's total compensation increased 104% for 2007. However, the committee believes that his total compensation was still significantly below the 65th percentile. In 2007, the committee compensated Mr. Otellini at levels below the target percentiles because of his relatively short tenure as CEO.

	2007 (\$)	2006 (\$)	Change (%)
Base Salary	770,000	700,000	10
Total Cash Compensation	4,734,200	2,472,700	91
Annual Equity Awards (based on grant date fair value)	3,614,400	3,475,000	4
Long-Term Equity Awards (based on grant date fair value)	3,793,500		
Total Compensation	12,142,100	5,947,700	104

Considerations Specific to Mr. Bryant

Mr. Bryant, an Executive Vice President, served as Intel's CFO for 13 years before transitioning in October 2007 to Intel's Chief Administrative Officer. He has been an Intel employee since 1981. In 2007, the committee elected to increase Mr. Bryant's base salary by 28% and annual incentive cash baseline by 22% in an effort to provide more market competitive pay. Based on market data, the committee believes that Mr. Bryant's base salary for 2007 was close to the 25th percentile. Mr. Bryant's total cash compensation increased 39% in 2007, resulting in his total cash compensation being above the 65th percentile. In 2007, the committee compensated Mr. Bryant above the 65th percentile for total cash compensation because of Intel's strong financial performance and his tenure as an Executive Vice President. Based on grant date fair value, Mr. Bryant received a 60% increase in the value of his annual equity awards in 2007 compared to 2006, in line with our target for market competitiveness and with grants to other Executive Vice Presidents. Primarily because of the increases in his annual equity awards and performance-based cash compensation, Mr. Bryant's total compensation increased 48% for 2007. The committee believes that his total

compensation was close to the 65th percentile.

	2007 (\$)	2006 (\$)	Change (%)
Base Salary	455,000	355,000	28
Total Cash Compensation	2,128,400	1,533,500	39
Annual Equity Awards (based on grant date fair value)	1,903,200	1,192,200	60
Long-Term Equity Awards (based on grant date fair value)			
Total Compensation	4,031,600	2,725,700	48

Considerations Specific to Mr. Maloney

Mr. Maloney has been an Executive Vice President at Intel for six years and an Intel employee since 1982. In 2007, the committee elected to increase Mr. Maloney's base salary by 34% and annual incentive cash baseline by 27%. Based on market data, the committee believes that Mr. Maloney's base salary for 2007 was above the 25th percentile. Mr. Maloney's total cash compensation increased 44% in 2007. The committee believes that his total cash compensation was above the 65th percentile. In 2007, the committee compensated Mr. Maloney above the 65th percentile for total cash

Table of Contents

compensation because of Intel's strong financial performance and in an effort to maintain internal equity with other Executive Vice Presidents. Based on grant date fair value, Mr. Maloney received a 60% increase in the value of his annual equity awards in 2007 compared to 2006, in line with our target for market competitiveness and with grants to other Executive Vice Presidents. In 2007, Mr. Maloney was also granted a long-term stock option to purchase 82,500 shares and 11,750 long-term RSUs. Primarily because of these long-term equity awards and increases in annual equity awards and performance-based cash compensation, Mr. Maloney's total compensation increased 81% for 2007. The committee believes that his total compensation was close to the 65th percentile.

	2007 (\$)	2006 (\$)	Change (%)
Base Salary	390,000	290,000	34
Total Cash Compensation	1,883,900	1,309,000	44
Annual Equity Awards (based on grant date fair value)	1,903,200	1,192,200	60
Long-Term Equity Awards (based on grant date fair value)	729,300		
Total Compensation	4,516,400	2,501,200	81

Considerations Specific to Mr. Perlmutter

Mr. Perlmutter has been an Executive Vice President at Intel since November 15, 2007 and an Intel employee since 1980. In 2007, the committee elected to increase Mr. Perlmutter's base salary by 38% and annual incentive cash baseline by 78%. In addition to individual performance and market-based reasons, Mr. Perlmutter's total cash compensation was increased because he was no longer participating in some Intel Israel site-specific compensation programs. The committee elected to remove Mr. Perlmutter from these compensation programs (other than retirement programs) in order to more closely align his compensation programs with those of Intel's other executive officers. Based on market data, the committee believes that Mr. Perlmutter's base salary for 2007 was below the 25th percentile. These factors, as well as Intel's strong financial performance, resulted in Mr. Perlmutter's total cash compensation increasing 72% in 2007. The committee believes that his total cash compensation was below the 65th percentile. Based on grant date fair value, Mr. Perlmutter received a 104% increase in the value of his annual equity awards in 2007 compared to 2006, in line with our target for market competitiveness and with grants to other Executive Vice Presidents. In 2007, Mr. Perlmutter was also granted a long-term stock option to purchase 52,500 shares and 5,000 long-term RSUs. Primarily because of the increases in his annual equity awards and performance-based cash compensation, Mr. Perlmutter's total compensation increased 72% for 2007. The committee believes that Mr. Perlmutter's total compensation was significantly below the 65th percentile. In 2007, the committee compensated Mr. Perlmutter at levels below the target percentile for total compensation due to his relatively short tenure as an Executive Vice President.

	2007 (\$)	2006 (\$)	Change (%)
Base Salary	357,200	258,500	38

Total Cash Compensation	1,612,400	938,800	72
Annual Equity Awards (based on grant date fair value)	1,903,200	933,500	104
Long-Term Equity Awards (based on grant date fair value)	417,800	419,600	
Total Compensation	3,933,400	2,291,900	72

Considerations Specific to Mr. Smith

Since Mr. Smith was not an Executive Officer when the 2007 compensation decisions were made, Mr. Otellini determined Mr. Smith's compensation for 2007. Beginning in 2008, his compensation is determined by the committee.

Elements of Compensation

Base Salary

When the committee determines the executive officers' base salaries during the first quarter of the year, the committee takes into account each officer's role and level of responsibility at the company. In general, executive officers with the highest level of responsibility have the lowest percentage of their compensation fixed as base salary and the highest percentage of their compensation at risk. The committee strives to have the majority of the executive officers

Table of Contents

compensation at risk. Based on market data, the committee believes that in 2007 the base salaries of the listed officers were, on average, below the 25th percentile of our peer group companies. The committee believes the 25th percentile is an appropriate target for base salaries because the committee strives to have performance-based compensation be a substantial majority of executive officers' total compensation. Base salary represents a small percentage of total cash compensation (20% in 2007) and total compensation (7% in 2007) for the listed officers.

Performance-Based Compensation

Intel's pay-for-performance programs include performance-based cash compensation that rewards strong financial performance, and equity awards that reward stock price appreciation. Annual and semiannual incentive cash payments are determined primarily by Intel's financial results and are not linked directly to Intel's stock price performance. The committee believes that targeting total cash compensation at the 65th percentile is appropriate because of the high proportion of cash compensation that is variable, at risk, and tied to Intel's financial performance relative to the peer group. A high percentage of total compensation is performance-based (88% in 2007), with the majority of total compensation in the form of equity awards (58% in 2007).

Annual Incentive Cash Payments. Net income is the key financial component of Intel's incentive cash programs, and in 2007 net income increased 38% compared to 2006. Primarily because of this result, total cash compensation to listed officers increased 57% overall.

Annual incentive cash payments are made under the Executive Officer Incentive Plan. This plan mirrors the broad-based plan for employees, with the added feature of an individual performance adjustment. The three core elements of the program, which are multiplied together to determine the annual incentive cash payment, are as follows:

- a formula based on earnings growth and operational performance, which results in a bonus multiplier;
- an incentive cash baseline for each executive officer; and
- an individual performance adjustment.

The annual incentive cash payment cannot be increased beyond the maximum limits calculated each year under the formula and cannot in any event exceed \$10 million for any individual. The following illustration shows the Executive Officer Incentive Plan formula.

As shown above, the sum of the three corporate performance components determines the Executive Officer Incentive Plan multiplier. We expect the multiplier calculated under the plan to typically range between 2 and 4 (but it may be higher or lower depending on the output of the formula), with a target multiplier of 3. The Executive Officer Incentive Plan provides that the individual performance adjustment could range between 90% and 110%. The committee has the ability to apply subjective, discretionary criteria to determine the individual performance adjustment percentage.

Each corporate performance component is targeted around a score of 100%, with a minimum score of zero. The committee elected to use net income as the financial performance metric to reward executive officers for growing

Table of Contents

earnings. Diluted earnings per share was considered, but the committee preferred net income to evaluate both absolute and relative financial performance, as it is independent of factors such as stock price movements and stock buybacks that affect earnings per share. The committee may adjust Intel's net income based on qualifying criteria selected by the committee in its sole discretion as described in the plan. The methodology used to calculate Intel's net income for both absolute and relative financial performance is the same. Further details on each component follow:

Relative Financial Component. To determine relative financial performance, the committee compares Intel's annual net income growth relative to the market, which for this purpose we define as the 15 technology peer companies plus the companies that make up the S&P 100. To determine Intel's performance relative to the market, Intel's net income percentage growth (plus one) is divided by the simple average (with each group weighted equally) of the annual net income percentage growth for the S&P 100 and the 15 technology peer companies (plus one). There is some overlap in the S&P 100 and the 15 technology peer companies that we have identified. We have done this intentionally to provide slightly more weighting to our relative performance compared to the technology peer companies that are also in the S&P 100. Through this component, the committee rewards executive officers for how well Intel performs compared to a broader market. In 2007, Intel's net income grew significantly faster than the market average (38.3% vs. 5%).

Absolute Financial Component. To determine absolute financial performance, Intel's current-year net income is divided by Intel's average net income over the previous three years. Due to historical volatility in earnings, the committee decided to use a rolling three-year average in the denominator so that Intel does not over- or under-compensate executive officers based on volatility in earnings. Through this component, the committee rewards executive officers for sustained performance. In 2007, Intel's net income was 10% higher than the trailing three-year average.

Operational Component. Each year, the committee approves operational goals and their respective success criteria for measuring operational performance. The operational goals typically link to performance in several key areas, including financial performance, product design/development roadmaps, manufacturing/cost/productivity improvements, and customer satisfaction. For 2007, the committee approved 23 operational goals, allocated and grouped into the categories described in the following tables, with weightings that total 100 points. The goals and success measures are defined within the first 90 days of the performance period. The scoring for each goal ranges from 0 to 1.25 based on the level of achievement reflected in Intel's confidential internal annual business plan. The results are summed and divided by 100, such that the final operational score is between 0 and 1.25. The operational goals selected by the committee are also used in the broad-based employee annual incentive cash plan and are prepared each year as part of the annual planning process for the company, so that all employees are focused on achieving the same company-wide operational results. These operational goals are derived from a rigorous process for tracking and evaluating performance; however, some goals have non-quantitative measures that require some degree of subjective evaluation. Over the past five years, operational goals have scored between 88% and 108%, with an average result of 99%. The operational goals are intended to be a practical and realistic estimate of the coming year based on the data, projections, and analyses that Intel uses in its planning processes. The scores for the year, representing Intel's achievement of the year's operational goals, are calculated by senior management and are reviewed and approved by the committee. The company scored 107% on its operational goals in 2007, up from 88% in 2006.

2007 Operational Goal Categories**Architecture/Platforms 25 points****Customer Orientation 25 points**

Next-generation product development
Graphics leadership

Improved roadmap flexibility, delivery
performance, and
response rates
Reinvigoration of brand leadership

Manufacturing/Technology 25 points

Factory performance and costs
Process technology milestones

Growth and Execution 25 points

Revenue and product roadmap ramps/execution
Headcount and spending metrics and execution

Table of Contents**Executive Officer Incentive Plan Formula Results for 2007**

Following the end of fiscal year 2007, the committee determined the annual incentive cash payments in accordance with the plan's formula. The 2007 financial results yielded a multiplier of 3.49, calculated as follows:

Absolute Financial Component

Relative Financial Component	(In millions)(\$)	Operational Component	Points	EOIP Multiplier
(1 + 38.3%)	6,976	Architecture/Platforms	24.0	
(1 + 5.0%)	6,314 ⁽¹⁾	Manufacturing/Technology	30.5	
		Customer Orientation	24.6	
		Growth and Execution	28.0	
		Total	107.1/100	
1.32	1.10		1.07	3.49

(1) With the requirement in 2006 to include the impact of stock-based compensation in generally accepted accounting principles financial statements, the 2004 and 2005 net income numbers include the impact of stock-based compensation to ensure consistency in measuring net income growth. Additionally, the 2005 net income number excludes the additional tax expense of \$250 million related to the decision to repatriate non-U.S. earnings under the American Jobs Creation Act of 2004.

In addition, for fiscal 2007 the committee elected to provide each listed officer with a positive individual performance adjustment in light of the totality of Intel's strong performance in 2007.

The following graph illustrates how the amount of the average annual incentive cash payment to listed officers has varied with changes to Intel's net income.

Semiannual Incentive Cash Payments. Intel's executive officers participate in a company-wide, semiannual cash incentive plan that calculates payouts based on Intel's corporate profitability to link compensation to financial performance. Payouts are communicated as a number of extra days of compensation, with executive officers receiving the same number of extra days as other employees. Two formulas compute a payout, with the actual payout based on the formula that delivers the higher value:

0.65 days of compensation (calculated based on eligible earnings for the six-month period, including one-half of incentive baseline amounts) for every two percentage points of Intel's pretax profit as a percentage of revenue; or

a payment expressed as days of compensation based on 4.5% of net income divided by the current value of a worldwide day of compensation (essentially, Intel's daily payroll cost).

An additional two days of compensation are awarded annually if Intel achieves customer satisfaction goals. Payouts occur in the first and third quarters of each year based on corporate performance for the preceding two quarters.

Plan payments earned in 2007 totaled 17.3 days of compensation per employee, up from 15.1 days in 2006. This total included two days of compensation resulting from Intel's achievement of its customer satisfaction goals in 2007. In 2007, 2006, and 2005, semiannual incentive cash payments represented 5% or less of listed officers' total performance-based cash compensation.

Table of Contents*Equity Incentive Plans*

The committee and management believe that equity compensation is a critical component of a total compensation package that helps Intel recruit, retain, and motivate the employees needed for the present and future success of the company. In 2006, Intel began granting employees RSUs in addition to stock options. Stock options provide actual economic value to the holder if the price of Intel stock has increased from the grant date at the time the option is exercised. In contrast, RSUs have economic value when they vest even if the stock price declines or stays flat. Stock options motivate executive officers by providing more potential upside. RSUs assist the company in retaining executive officers because they have more stable value.

The use of RSUs also assists in maintaining the Board's long-term goal that equity grants not result in an average annual dilution rate that exceeds 2%. Because the grant date fair value of each RSU that we grant is greater than the grant date fair value of each stock option, employees on average receive fewer RSUs now than stock options in the past. Most equity grants occur on an annual basis in connection with the annual performance review and compensation adjustment cycle. In general, annual stock options and RSUs vest in 25% annual increments beginning one year from the date of grant. For all employees including executive officers, Intel uses pre-established quarterly dates for the formal granting of equity awards during the year. With limited exceptions, these dates typically occur shortly after publication of Intel's quarterly earnings releases.

For Intel's executive officers, the committee grants a combination of annual equity grants targeted to be below market average in value, and long-term equity grants, which in combination with the annual grants are intended to approximate the 65th percentile of the peer group. The committee believes that the 65th percentile is an appropriate target because the majority of equity awards granted to executive officers are in the form of stock options, which have no economic value unless the market price of Intel's common stock increases. Executive officers are eligible to receive long-term grants that generally have a five-year cliff-vesting schedule, meaning that 100% of the grant vests on the fifth anniversary of the date that the grants are awarded. The annual equity grants and long-term equity grants are both generally a mix of stock options and RSUs based on their grant date fair values as calculated under SFAS No. 123(R). In 2007, the committee approved management's recommendation to increase the RSU mix for all employees, including moving almost all executive officers from an 80/20 split to a 70/30 split. The committee and Mr. Otellini believed that increasing the use of RSUs would help with retention and to make Intel's compensation package more competitive with the companies in the peer group.

The committee determines the amount of annual equity grants and long-term grants based on its subjective consideration of factors such as relative job scope, expected future contributions to the growth and development of the company, and the competitiveness of grants relative to the peer group. When evaluating future contributions, the committee projects the value of the executive officer's future performance based on the officer's expected career development. The equity grants are meant to motivate the executive officer to stay at Intel and deliver the expected future performance.

Because equity compensation is more complicated than cash compensation, there are a number of ways to present the costs to Intel and the benefits to the listed officers resulting from Intel's equity compensation program. The following graphs and table present five different views of Intel's equity compensation program. The first two graphs are based on the reporting of share-based compensation expense in Intel's financial statements. The table following these graphs shows some of the key metrics (dilution, burn rate, and overhang) that the committee and Intel's management use to measure how effectively Intel manages its equity compensation program. The third and fourth graphs show how the economic value that the listed officer receives from equity compensation varies with changes to Intel's stock price by showing the listed officers' realized and unrealized gains and losses.

The following graph shows the SFAS No. 123(R) expense that Intel incurred during each year for financial statement purposes for grants to listed officers. The amount of expense that Intel incurs each year relates to a portion of many years worth of equity awards. For example, expense related to annual stock options granted in April 2007 would typically be incurred as the award vests, with expense in 2007, 2008, 2009, 2010, and the beginning of 2011. SFAS No. 123(R) expense for the listed officers declined 19% in 2007 compared to 2006, primarily because the number of equity awards that completed vesting exceeded the number of new equity awards granted.

Table of Contents

The graph below shows the expense for awards granted to listed officers during each year for financial statement purposes. The grant date fair value of annual and long-term equity awards granted to listed officers in January and April 2007 totaled \$17.1 million, and this expense will be incurred over the service period as the awards vest in 2008, 2009, 2010, 2011, and 2012. The grant date fair value of equity awards that the committee granted in 2007 increased 92% compared to 2006, with the majority of the increase (\$5.3 million) due to the granting of long-term equity awards.

While the two graphs above focus on how our equity compensation program impacts our financial statements, there are other key metrics that the committee and Intel's management use to determine the costs to stockholders of Intel's equity compensation program. The following table shows how these metrics have changed over the past three years. We define the metrics as follows:

Dilution is total equity awards granted (less cancellations) divided by shares outstanding at the beginning of the year.

Burn rate is similar to dilution, but does not take cancellations into account.

Overhang is equity awards outstanding but not exercised plus equity awards available to be granted, divided by total equity awards outstanding at the end of the year.

Equity Compensation Key Metrics

	2007 (%)	2006 (%)	2005 (%)
Dilution		.2	1.3
Burn rate	1.0	1.4	1.9
Overhang	16.2	17.8	19.2

By policy, the committee limits grants to listed officers to no more than 5% of the total equity awards granted in any one year. The dilution, burn rate, and overhang amounts reported above are for all equity awards, not just those awarded to listed officers. The goal of the committee and Intel's management is to limit annual dilution to less than 2%.

Table of Contents

While the graphs and table above show some of the costs of Intel's equity compensation program, the next two graphs show the economic benefit of equity compensation to the listed officers. Additionally, the graphs show how the value of the listed officers' equity awards is directly affected by changes in the price of Intel common stock. During 2007, the price of Intel common stock increased 32% from the beginning of the fiscal year to year-end. This 32% increase translated into an unrealized gain of \$43.6 million for the listed officers and illustrates the performance-based nature of Intel's equity compensation program. To promote comparability from year to year, the Unrealized Gain/Loss on Equity Awards graph includes only awards that were outstanding at both the beginning and the end of the fiscal year (awards that were granted or that were exercised or settled during the year are excluded).

The Realized Gains graph below shows the aggregate value of the stock options that were exercised and RSUs that were settled by the listed officers for each of the past three years. This graph shows the gains that the listed officers actually received from their equity awards, while the Unrealized Gain/Loss on Equity Awards graph shows unrealized gains measured as of the end of each fiscal year (which may or may not ever be realized).

Employee Stock Purchase Plan

Intel's employee stock purchase plan allows employees to acquire Intel stock at a discount price and is intended to encourage employee stock ownership. This plan has a six-month look-back and allows participants to buy Intel stock at a 15% discount to the market price with up to 10% of their salary and performance-based cash compensation (up to \$25,000).

Retirement Plans

Intel provides limited post-employment compensation arrangements to listed officers, consisting of an employee-funded 401(k) savings plan, a discretionary company-funded profit sharing retirement plan, and a company-funded pension plan, each of which is tax-qualified and available to substantially all U.S. employees; and a non-tax-qualified supplemental deferred compensation plan for highly compensated employees.

The committee allows for the participation of the executive officers in these plans to encourage the officers to save for retirement and to assist the company in retaining the officers. The deferred compensation plan is intended to promote retention by giving employees an opportunity to save in a tax-efficient manner. The terms governing the retirement

Table of Contents

benefits under these plans for the executive officers are the same as those available for other eligible employees in the U.S. The plans differ, but each plan other than the pension plan results in individual participant balances that reflect a combination of:

an annual amount contributed by the company or deferred by the employee (as a portion of his or her eligible cash compensation);

the contributions and deferred amounts being invested at the direction of either the company or the employee (the same investment choices are available to all participants); and

the continuing reinvestment of returns until the accounts are distributed.

Intel does not make matching contributions based on the amount of employee contributions under any of these plans. The profit sharing retirement plan consists of a discretionary cash contribution determined annually by the committee for executive officers, and by the CEO for other employees. These contribution percentages have historically been the same for executive officers and other employees. For 2007, Intel's discretionary contributions (including allocable forfeitures) to the profit sharing retirement plan for all eligible U.S. employees, including executive officers, equaled 7% of eligible salary (which included annual and semiannual incentive cash payments as applicable). To the extent that the amount of the contribution is limited by the tax code, Intel credits the additional amount to the non-qualified deferred compensation plan. Intel invests all of its contributions to the profit sharing retirement plan in a diversified portfolio.

Because the listed officers do not receive preferential or above-market rates of return under the deferred compensation plan, earnings under the plan are not included in the Summary Compensation table but are included in the Non-Qualified Deferred Compensation table. The investment options available under the non-qualified plan are the same investment options that are available in the 401(k) savings plan.

The benefit provided to listed officers who participate in the pension plan consists of a tax-qualified arrangement that offsets amounts that otherwise would be paid under the non-qualified deferred compensation plan described above. Each participant's tax-qualified amount in this arrangement was established based on a number of elements, including the participant's non-qualified deferred compensation plan balance as of December 31, 2003, IRS pension rules that take into consideration age and other factors, and limits set by Intel for equitable administration.

Other Compensation Policies

Personal Benefits. The committee supports the goal of management to maintain an egalitarian culture in its facilities and operations. Intel's executive officers are not entitled to operate under different standards than other employees. Intel does not have programs for providing personal benefit perquisites to executive officers, such as permanent lodging or defraying the cost of personal entertainment or family travel. The company provides air and other travel for Intel's executive officers for business purposes only. Intel's company-operated aircraft hold approximately 40 passengers and are used in regularly scheduled shuttle routes between Intel's major U.S. facility locations, and Intel's use of non-commercial aircraft on a time-share or rental basis is limited to appropriate business-only travel. Intel's health care, insurance, and other welfare and employee benefit programs are essentially the same for all eligible employees, including executive officers, although the details of the programs may vary by country. Intel shares the cost of health and welfare benefits with its employees, a cost that is dependent on the level of benefits coverage that each employee elects. Intel's employee loan programs are not available to Intel's executive officers. Intel has no outstanding loans of any kind to any of its executive officers.

Stock Ownership Guidelines. Because the committee believes in linking the interests of management and stockholders, the Board has set stock ownership guidelines for Intel's executive officers. The ownership guidelines specify a number of shares that Intel's executive officers must accumulate and hold within five years of the later of the effective date of the guidelines or the date of appointment or promotion as an executive officer. The following table lists the specific share requirements. Stock options and unvested RSUs do not count toward satisfying these ownership guidelines. Each of our listed officers had either satisfied these ownership guidelines or had time remaining to do so as of December 29, 2007.

	CEO	Chairman	CFO	Executive Vice President	Senior Vice President
Minimum Number of Shares	250,000	150,000	125,000	100,000	65,000

Intel Policies Regarding Claw-Backs. Intel's 2007 Executive Officer Incentive Plan and 2006 Equity Incentive Plan include standards for seeking the return (claw-back) from executive officers of cash incentive payments and stock sale proceeds in the event that they had been inflated due to financial results that later had to be restated. The 2007 Executive

Table of Contents

Officer Incentive Plan and 2006 Equity Incentive Plan were approved by stockholders and were included in the 2007 Proxy Statement for the 2007 annual meeting, which can be found at www.intel.com/intel/annualreports.

Tax Deductibility. Section 162(m) of the tax code places a limit of \$1 million on the amount of compensation that Intel may deduct in any one year with respect to its CEO and each of the next four most highly compensated executive officers. Certain performance-based compensation approved by stockholders is not subject to this deduction limit. Intel structured its 2006 Equity Incentive Plan with the intention that stock options awarded under this plan would qualify for tax deductibility. However, in order to maintain flexibility and promote simplicity in the administration of these arrangements, other compensation such as RSUs and payments under the 2007 Executive Officer Incentive Plan are not designed to qualify for tax deductibility.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee, which is composed solely of independent members of the Board of Directors, assists the Board in fulfilling its responsibilities with regard to compensation matters, and is responsible under its charter for determining the compensation of Intel's executive officers. The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section of this proxy statement with management, including our CEO, Paul S. Otellini, and our CFO, Stacy J. Smith. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis section be included in Intel's 2007 Annual Report on Form 10-K (incorporated by reference) and in this proxy statement.

Compensation Committee

Reed E. Hundt, Chairman

David S. Pottruck

John L. Thornton

David B. Yoffie

EXECUTIVE COMPENSATION

The following table lists the annual compensation for the fiscal years 2007, 2006, and 2005 of our CEO, current and former CFOs, and our three other most highly compensated executive officers in 2007 (referred to as listed officers).

Summary Compensation

Name and Title	Year	Salary (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation (\$)	Total Compensation (\$)
						(\$)		
Paul S. Otellini CEO	2007	358,300	409,900	3,969,700	1,394,100	88,000	102,100	6,332,000
	2006	463,000	47,700	6,410,200	1,110,400	36,000	222,200	8,289,500
	2005	610,000		6,308,100	2,727,800	1,898,000	196,500	11,740,400
Stacy J. Smith CFO	2007	770,000	595,100	6,034,700	3,964,200		178,000	11,538,000
	2006	700,000	352,000	6,699,000	1,772,700	46,000	236,700	9,806,400

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Executive Officer	2005	608,300		7,600,800	2,683,400	1,171,000	158,500	12,2
. Bryant ⁽¹⁾	2007	455,000	357,700	3,124,500	1,673,400		114,000	5,7
ve Vice								
nt,	2006	355,000	117,300	4,888,000	1,178,500	49,000	148,200	6,7
and Enterprise								
s	2005	330,000		4,963,700	1,765,000	1,235,000	100,300	8,3
Administrative								
Smith	2007	305,000	135,600	548,500	953,000		261,700 ⁽²⁾	2,2
esident	2006	235,000	22,300	485,100	430,200	11,000	57,000	1,2
Financial Officer	2005	202,000		450,500	580,100	371,000	37,000	1,6

Table of Contents

Individual Position	Year	Salary (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Maloney Vice President, Manager, Intel Marketing Group Policies and Marketing Officer	2007	390,000	429,000	3,207,200	1,493,900		98,300	5,600,000
	2006	290,000	87,100	4,678,400	1,019,000	7,000	127,200	6,200,000
	2005	270,000		4,823,400	1,530,700	210,000	79,600	6,900,000
Perlmutter Vice President, Manager, Marketing Group ⁽³⁾	2007	357,200	379,700	1,619,600	1,255,200	300,700	393,700	4,300,000
	2006	258,500	106,600	1,753,700	680,300	206,100	190,300	3,100,000
	2005	196,700		1,663,800	839,100	99,600	44,700	2,800,000
	2007	2,635,500	2,307,000	18,504,200	10,733,800	388,700	1,147,800	35,700,000
	2006	2,301,500	733,000	24,914,400	6,191,100	355,100	981,600	35,400,000
	2005	2,217,000		25,810,300	10,126,100	4,984,600	616,600	43,700,000

- (1) Mr. Bryant served as Chief Financial Officer until October 16, 2007.
- (2) In 2004, Intel arranged for a third party to provide Mr. Smith with a mortgage on his home in connection with his relocation from England to California. The loan principal was \$950,000, the interest rate was 1.16%, and the term was five years. Mr. Smith paid off this mortgage in December 2006 (prior to his becoming an executive officer). In January 2007, Mr. Smith received a one-time payment of \$210,000 (including a tax gross-up of \$74,000) to replace the benefit that Mr. Smith gave up by paying off the low-interest loan prior to the original due date. The remaining \$51,700 consists of profit sharing contributions.
- (3) Mr. Perlmutter receives his cash compensation in Israeli shekels. The amounts reported above in the Salary, Non-Equity Incentive Plan Compensation, and certain amounts within the All Other Compensation columns were converted to U.S. dollars using a rate of 3.94 shekels per dollar calculated as of December 29, 2007. The All Other Compensation column for Mr. Perlmutter consists of the following amounts (in U.S. dollars):

Year	Annual Israeli Site Bonus	Study Fund	Relocation
2007		400	393,300

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2006	31,500	19,300	139,500
2005	30,100	14,600	

Total Compensation. Total compensation as reported in the Summary Compensation table was relatively flat from 2006 to 2007 for listed officers, primarily because increases in performance-based cash compensation were offset by decreases in SFAS No. 123(R) expense for outstanding option awards. CEO Paul S. Otellini received total compensation of \$11.5 million in 2007, or 0.2% of Intel's 2007 net income of \$7 billion. Intel's listed officers received total compensation of \$35.7 million in 2007, or 0.5% of net income.

Equity Awards. Under SEC rules, the values reported in the Stock Awards and Option Awards columns of the Summary Compensation table represent the dollar amount, without any reduction for risk of forfeiture, recognized for financial reporting purposes related to grants of options and RSUs to each of the listed officers. We calculated these amounts in accordance with the provisions of SFAS No. 123(R) for 2007 and 2006, and SFAS No. 123 for 2005.

We calculate compensation expense related to stock options using the Black-Scholes option-pricing model. Because we do not pay or accrue dividends or dividend-equivalent amounts on unvested RSUs, we calculate compensation expense related to an RSU by taking the value of Intel common stock on the date of grant and reducing it by the present value of dividends expected to be paid on Intel common stock before the RSU vests. We amortize compensation expense over the service period and do not adjust the expense based on actual gains or losses. The compensation expense in the Stock Awards and Option Awards columns is related to RSUs and options awarded in 2007 and prior years.

To illustrate how we recognize compensation expense, assume that an employee received an option to purchase 100,000 shares of stock at the beginning of 2007 with a grant date fair value of \$500,000 calculated using the Black-Scholes pricing model. This option vests over four years in 25% annual installments. Under SFAS No. 123(R), Intel would recognize compensation expense of \$125,000 in each of 2007, 2008, 2009, and 2010 (the service period). However, under our form of award agreements, the vesting of stock options and RSUs and thus the annual accounting expense reported in the Summary Compensation table may accelerate based on the employee's age and years of service. For employees over 60 years of age, upon retirement the employee would generally receive an additional year of vesting for every five years of service to Intel. Alternatively, if an employee's age plus years of service equal 75 or above, the

Table of Contents

employee would receive an additional year of vesting (Rule of 75). This acceleration shortens the service period and increases the amount of compensation expense reported in a given year. In the above example, if the employee were Rule of 75 eligible, the employee would be entitled to an additional year of vesting upon retirement. The service period would then be three years, and Intel would recognize compensation expense of \$166,666 in each of 2007, 2008, and 2009. The amount of this compensation expense is not affected by changes in the price of our common stock after the grant date.

The following table includes the assumptions used to calculate the compensation expense reported for 2007, 2006, and 2005 on a grant-date by grant-date basis.

Grant Date	Volatility (%)	Assumptions		Dividend Yield (%)
		Expected Life (Years)	Risk-Free Interest Rate (%)	
11/12/97	36	6.5	6.6	0.1
1/20/98	36	6.5	5.3	0.2
4/25/00	42	6.5	6.2	0.1
4/10/01	47	6.0	4.9	0.3
10/31/01	47	6.0	4.9	0.3
11/27/01	47	6.0	4.9	0.3
3/26/02	49	6.0	3.7	0.3
4/9/02	49	6.0	3.7	0.3
11/25/02	49	7.0	3.7	0.3
1/22/03	50	8.9	3.7	0.4
4/22/03	55	4.0	2.0	0.4
1/21/04	46	9.0	3.8	0.5
4/15/04	51	4.0	3.0	0.6
7/15/04	50	4.0	3.3	0.7
10/14/04	49	6.0	3.4	0.8
2/2/05	26	7.8	4.1	1.4
4/21/05	27	4.8	3.9	1.4
4/21/06	27	4.8	5.0	2.0
1/18/07	26	6.7	4.8	2.2
4/19/07	25	4.8	4.6	2.1

Non-Equity Incentive Plan Compensation. The amounts in the Non-Equity Incentive Plan Compensation column of the Summary Compensation table include annual incentive cash payments made under the Executive Officer Incentive Plan and semiannual incentive cash payments. The allocation of payments was as follows:

Name	Year	Semiannual		Total Incentive Cash Payments (\$)
		Annual Incentive Cash Payments (\$)	Incentive Cash Payments (\$)	
Craig R. Barrett	2007	1,344,000	50,100	1,394,100
	2006	1,050,000	60,400	1,110,400
	2005	2,632,000	95,800	2,727,800

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Paul S. Otellini	2007	3,840,000	124,200	3,964,200
	2006	1,680,000	92,700	1,772,700
	2005	2,585,000	98,400	2,683,400
Andy D. Bryant	2007	1,610,400	63,000	1,673,400
	2006	1,118,800	59,700	1,178,500
	2005	1,698,400	66,600	1,765,000
Stacy J. Smith	2007	915,000	38,000	953,000
	2006	407,900	22,300	430,200
	2005	557,400	22,700	580,100
Sean M. Maloney	2007	1,440,000	53,900	1,493,900
	2006	967,300	51,700	1,019,000
	2005	1,472,800	57,900	1,530,700
David Perlmutter	2007	1,205,400	49,800	1,255,200
	2006	639,200	41,100	680,300
	2005	803,500	35,600	839,100

Table of Contents

Change in Pension Value and Non-Qualified Deferred Compensation Earnings. In December 2005, Intel established the tax-qualified pension plan arrangement that partially offsets the non-tax-qualified deferred compensation obligation of the company. Employees who were participants in the non-qualified deferred compensation plan as of December 31, 2003 were able to consent to a one-time change to the non-qualified deferred compensation plan's benefit formula. In 2005, the amounts reported in this column of the Summary Compensation table were the present value of the employee's entire accrued benefit under the pension plan. The effect of this change to the plan is to reduce the employee's distribution amount from the non-qualified deferred compensation plan by the lump sum value of the employee's tax-qualified pension plan arrangement at the time of distribution.

Since 2006, the amounts reported represented the actuarial increase in the pension plan arrangement. Since the age-65 annuity benefit under the tax-qualified pension plan arrangement is frozen, benefit amounts are not tied to years of service. Thus, the actuarial increases arise solely from changes in the interest rate used to calculate present value and the participant's age becoming closer to age 65. Mr. Perlmutter participates in a pension savings plan and a severance plan for Israeli employees. The changes in pension value reported above are the increases in the balance of the pension savings plan (less Mr. Perlmutter's contributions) and the increase in the actuarial value for the severance plan.

All Other Compensation. Amounts listed in this column of the Summary Compensation table (except as footnoted) consist of tax-qualified discretionary company contributions to the profit sharing retirement plan of \$15,750 in 2007, \$15,400 in 2006, and \$16,800 in 2005, and discretionary company contributions credited under the profit sharing component of the non-qualified deferred compensation plan. These amounts will be paid to the listed officers only upon retirement, termination, disability, death, or after reaching the age of 70¹/₂ for an active employee.

Additional Programs for Mr. Perlmutter

Relocation Package. In 2006, Mr. Perlmutter relocated to the United States from Israel and will reside in the U.S. for a two-year period. Since this is a temporary assignment, Mr. Perlmutter is receiving a two-way relocation package. The package he is receiving contains the same elements as a standard Intel employee relocation package. Intel's relocation packages include monetary allowances and moving services to help employees relocate. The packages are designed to meet the business needs of Intel and the personal needs of Intel employees and their families. Intel's relocation packages are consistent with market practices and Intel's compensation philosophy and are global in scope. Relocation packages apply to all employees based on set criteria such as duration of assignment, destination for the assignment, family size, and other needs as applicable.

Israel Study Fund. To encourage continuing education, Intel Israel offers eligible employees the opportunity to participate in a voluntary savings program to which both Intel and the employee contribute. Each month, an eligible employee contributes 2.5% and Intel contributes 7.5% of base salary to the study fund. The contributions are tax-free up to a certain salary amount fixed by legislation. After three years of membership, employees can withdraw the accrued funds for study in Israel or abroad; after six years, employees can use the accrued funds for any purpose. In 2007, Mr. Perlmutter participated in the Israel Study Fund for one month.

Table of Contents**Grants of Plan-Based Awards in Fiscal Year 2007**

The following table presents equity awards and awards granted under our annual and semiannual incentive cash plans in 2007.

Award Type	Grant Date	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards		All Other Stock Awards: Number of Shares or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)(1)	Market Price of Common Stock (\$/Share) at Grant Date
			Target (\$)	Maximum (\$)				
Annual Option	4/19/07	4/19/07				140,000	21.52	21.52
Annual RSU	4/19/07	4/19/07			20,000			
Annual Cash			1,050,000	10,000,000				
Semiannual Cash			60,400					
Long-Term Option	1/18/07	1/16/07				700,000	20.70	20.70
Annual Option	4/19/07	4/19/07				520,000	21.52	21.52
Annual RSU	4/19/07	4/19/07			45,000			
Annual Cash			3,000,000	10,000,000				
Semiannual Cash			92,700					
Annual Option	4/19/07	4/19/07				235,000	21.52	21.52
Annual RSU	4/19/07	4/19/07			33,500			
Annual Cash			1,320,000	10,000,000				
Semiannual Cash			59,700					
Long-Term Option	1/18/07	1/16/07				45,000	20.70	20.70
Long-Term RSU	1/18/07	1/16/07			6,500			
Annual Option	4/19/07	4/19/07				160,000	21.52	21.52
Annual RSU	4/19/07	4/19/07			23,000			
Annual Cash			720,000	10,000,000				
Semiannual Cash			22,300					
Long-Term Option	1/18/07	1/16/07				82,500	20.70	20.70
Long-Term RSU	1/18/07	1/16/07			11,750			
Annual Option	4/19/07	4/19/07				235,000	21.52	21.52
Annual RSU	4/19/07	4/19/07			33,500			
Annual Cash			1,125,000	10,000,000				
Semiannual Cash			51,700					
Long-Term Option	1/18/07	1/16/07				52,500	20.70	20.70
Long-Term RSU	1/18/07	1/16/07			5,000			

Annual Option	4/19/07	4/19/07			235,000	21.52	21
Annual RSU	4/19/07	4/19/07			33,500		
Annual Cash			960,000	10,000,000			
Semiannual Cash			41,100				

- (1) The exercise price was determined based on the average of the high and low price of Intel common stock on the grant date, while the market price on the grant date is the closing price of our common stock on that date.
- (2) The grant date fair value is generally the amount that Intel would expense in its financial statements over the award's service period, but does not include a reduction for forfeitures.

Annual incentive cash awards are made under the Executive Officer Incentive Plan. The Compensation Committee sets the incentive baseline amount under the Executive Officer Incentive Plan annually as part of the annual performance review and compensation adjustment cycle, and this incentive baseline amount is then multiplied by a multiplier calculated at the end of the year. Amounts reported as "target" are incentive baseline amounts multiplied by 3, for a score of 100% on each component. The multiplier formula takes into account Intel's absolute and relative financial performance, as well as the achievement of operational goals. The maximum amounts in the table above are set forth in the Executive Officer Incentive Plan.

Semiannual cash awards are made under a broad-based plan based on Intel's profitability. Listed officers and other eligible employees receive 0.65 days of compensation for every two percentage points of corporate pretax margin, or a payment expressed as days of compensation based on 4.5% of net income divided by the current value of a worldwide day of compensation, whichever is greater. We will pay an additional day of compensation for each six-month period if Intel achieves customer satisfaction goals. Because benefits are determined under a formula and the Compensation Committee does not set a target amount under the plan, under SEC rules the target amounts reported in the table above are the amounts earned in 2006.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End 2007**

The following table provides information with respect to outstanding stock options and RSUs held by the listed officers as of December 29, 2007. Unless specified, equity awards vest at a rate of 25% per year over four years from the grant date.

	Option Awards						Stock Awards
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Market Value of Unexercised Options (\$)	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)
Pratt	4/14/98	288,000	19.00	4/14/08	2,234,900	4/21/06	1,922
	4/13/99	216,000	30.70	4/13/09		4/19/07	20,000
	4/25/00	200,000	61.19	4/25/10			
	3/21/01	84,696	25.69	3/21/11	90,600		
	4/10/01	200,000	24.23	4/10/11	506,000		
	10/31/01	200,000	24.37	10/31/11	478,000		
	4/9/02	584,000	29.33	4/09/12			
	1/22/03		1,000,000 ⁽¹⁾	16.42	1/22/13	10,340,000	
	4/22/03	350,000	18.63	4/22/13	2,845,500		
	4/15/04	262,500	87,500	27.00	4/15/14		
	4/21/05	125,000	125,000	23.16	4/21/12	900,000	
	4/21/06	50,000	150,000	19.51	4/21/13	1,450,000	
	4/19/07		140,000	21.52	4/19/14	733,600	
		2,560,196	1,502,500		19,578,600		21,922
Lin	4/14/98	128,000	19.00	4/14/08	993,300	4/21/06	33,750
	4/13/99	108,000	30.70	4/13/09		4/19/07	45,000
	4/25/00	120,000	61.19	4/25/10			
	3/21/01	49,586	25.69	3/21/11	53,100		
	4/10/01	108,000	24.23	4/10/11	273,200		
	10/31/01	200,000	24.37	10/31/11	478,000		
	4/9/02	664,000	29.33	4/09/12			
	1/22/03		600,000 ⁽¹⁾	16.42	1/22/13	6,204,000	
	4/22/03	300,000	18.63	4/22/13	2,439,000		
	4/15/04	225,000	75,000	27.00	4/15/14		
	2/2/05		400,000 ⁽²⁾	22.63	2/02/15	1,652,000	

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	4/21/05	250,000	250,000	23.16	4/21/12	1,800,000		
	4/21/06	130,000	390,000	19.51	4/21/13	3,770,000		
	1/18/07		700,000 ⁽³⁾	20.70	1/18/17	4,242,000		
	4/19/07		520,000	21.52	4/19/14	2,724,800		
		2,282,586	2,935,000			24,629,400		78,750
yant	4/13/99	90,000		30.70	4/13/09		4/21/06	11,250
	4/25/00	90,000		61.19	4/25/10		4/19/07	33,500
	3/21/01	37,704		25.69	3/21/11	40,400		
	4/10/01	108,000		24.23	4/10/11	273,200		
	10/31/01	108,000		24.37	10/31/11	258,100		
	3/26/02	100,000	300,000 ⁽⁴⁾	30.50	3/26/12			
	4/9/02	404,000		29.33	4/09/12			
	11/25/02	50,000	150,000	20.23	11/25/12	1,306,000		
	4/15/04	150,000	50,000	27.00	4/15/14			
	4/21/05	100,000	100,000	23.16	4/21/12	720,000		
	4/21/06	45,000	135,000	19.51	4/21/13	1,305,000		
	4/19/07		235,000	21.52	4/19/14	1,231,400		
		1,282,704	970,000			5,134,100		44,750

Table of Contents

	Option Awards						Stock Awards
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Market Value of Unexercised Options (\$)	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)
	Exercisable	Unexercisable	Price (\$)	Date	Options (\$)	Date	Vested (#)
th	4/13/99	7,920	30.70	4/13/09		4/21/06	5,250
	4/25/00	10,000	61.19	4/25/10		1/18/07	6,500
	10/10/00	2,000	38.81	10/10/10		4/19/07	23,000
	3/21/01	4,350	25.69	3/21/11	4,700		
	4/10/01	13,320	24.23	4/10/11	33,700		
	10/31/01	10,800	24.37	10/31/11	25,800		
	11/27/01	15,000	31.95	11/27/11			
	4/9/02	5,000	29.33	4/09/12			
	4/15/04	12,375	4,125	27.00	4/15/14		
	7/15/04	4,500	1,500	23.36	7/15/14	20,400	
	10/14/04	15,000	45,000 ⁽⁵⁾	20.75	10/14/14	360,600	
	4/21/05	20,400	20,400	23.16	4/21/12	146,900	
	4/21/06	22,500	67,500	19.51	4/21/13	652,500	
	1/18/07		45,000 ⁽¹⁾	20.70	1/18/17	272,700	
	4/19/07		160,000	21.52	4/19/14	838,400	
		143,165	343,525		2,355,700		34,750
oney	4/14/98	48,854	19.00	4/14/08	379,100	4/21/06	11,250
	4/13/99	88,963	30.70	4/13/09		1/18/07	11,750
	4/25/00	79,354	61.19	4/25/10		4/19/07	33,500
	3/21/01	35,284	25.69	3/21/11	37,700		
	4/10/01	105,575	24.23	4/10/11	267,100		
	10/31/01	108,000	24.37	10/31/11	258,100		
	3/26/02		400,000 ⁽¹⁾	30.50	3/26/12		
	4/9/02	404,000	29.33	4/09/12			
	11/25/02		200,000 ⁽⁶⁾	20.23	11/25/12	1,306,000	
	11/25/02	329,707	20.23	11/25/12	2,153,000		
	4/22/03	200,000	18.63	4/22/13	1,626,000		
	4/15/04	150,000	50,000	27.00	4/15/14		
	4/21/05	100,000	100,000	23.16	4/21/12	720,000	
	4/21/06	45,000	135,000	19.51	4/21/13	1,305,000	
	1/18/07		82,500 ⁽¹⁾	20.70	1/18/17	500,000	
	4/19/07		235,000	21.52	4/19/14	1,231,400	
		1,694,737	1,202,500		9,783,400		56,500
utter	4/14/98	800	19.00	4/14/08	6,200	4/21/06	9,000

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4/13/99	22,800		30.70	4/13/09		4/21/06	5,000 ⁽⁷⁾
4/25/00	30,000		61.19	4/25/10		1/18/07	5,000 ⁽⁷⁾
3/21/01	12,160		25.69	3/21/11	13,000	4/19/07	33,500
4/10/01	33,600		24.23	4/10/11	85,000		
10/31/01	16,800		24.37	10/31/11	40,200		
4/9/02	16,800		29.33	4/09/12			
11/25/02	39,680		20.23	11/25/12	259,100		
4/22/03	54,000		18.63	4/22/13	439,000		
1/21/04		200,000 ⁽¹⁾	32.06	1/21/14			
4/15/04	56,250	18,750	27.00	4/15/14			
4/21/05	50,000	50,000	23.16	4/21/12	360,000		
4/21/06	35,000	105,000	19.51	4/21/13	1,015,000		
4/21/06		52,500 ⁽⁶⁾	19.51	4/21/16	380,600		
1/18/07		52,500 ⁽¹⁾	20.70	1/18/17	318,200		
4/19/07		235,000	21.52	4/19/14	1,231,400		
	367,890	713,750			4,147,700		52,500

(1) Options are exercisable in 25% annual increments beginning six years from the grant date.

(2) Options are exercisable in 25% annual increments beginning four years from the grant date.

Table of Contents

- (3) Options become fully exercisable on the fourth anniversary of the grant date.
- (4) Options are exercisable in 25% annual increments beginning five years from the grant date.
- (5) Options are exercisable in 25% annual increments beginning three years from the grant date.
- (6) Options become fully exercisable on the fifth anniversary of the grant date.
- (7) RSUs vest in full five years from the grant date.

Option Exercises and Stock Vested in Fiscal Year 2007

The following table provides information on stock option exercises and vesting of RSUs during fiscal year 2007.

Name	Option Awards		Stock Awards		Equity Awards
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)	Total Value Realized on Exercise and Vesting (\$)
Craig R. Barrett	1,440,000	9,583,500	640	14,100	9,597,600
Paul S. Otellini	928,000	5,561,200	11,250	247,100	5,808,300
Andy D. Bryant	528,852	3,789,300	3,750	82,400	3,871,700
Stacy J. Smith	65,995	436,100	1,750	38,400	474,500
Sean M. Maloney	16,000	52,000	3,750	82,400	134,400
David Perlmutter	455,200	2,710,800	3,000	65,900	2,776,700

Pension Benefits for Fiscal Year 2007

The following table sets forth the estimated present value of accumulated pension benefits for the listed officers.

	Number of Years Credited Service	Present Value of Accumulated Benefit
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