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INTEL CORP
Form SC 13D/A
December 24, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 2) *

STANDARD MICROSYSTEMS CORPORATION
(Name of Issuer)

Common Stock
(Title of Class of Securities)

853626-10-9
(CUSIP Number)

F. Thomas Dunlap, Jr.
Senior Vice President and General Counsel
Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95052
Telephone: (408) 765-8080
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 23, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1 (f) or 13d-1 (g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 12

Edgar Filing: INTEL CORP - Form SC 13D/A

1. NAME OF REPORTING PERSON: INTEL CORPORATION
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 94-1672743
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) []
(b) []
3. SEC USE ONLY
4. SOURCE OF FUNDS** N/A
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS []
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE
7. SOLE VOTING POWER: 1,028,337
NUMBER OF
SHARES 8. SHARED VOTING POWER: N/A
BENEFICIALLY
OWNED BY EACH 9. SOLE DISPOSITIVE POWER: 1,028,337
REPORTING
PERSON WITH 10. SHARED DISPOSITIVE POWER: N/A
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 1,028,337
REPORTING PERSON:
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES** []
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 6.1%
(11):
14. TYPE OF REPORTING PERSON** CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 853626-10-9

13D

Page 3 of 12

This Amendment No. 2 amends and supplements the statement on Schedule 13D and the cover page thereto filed on March 22, 2000 by Intel Corporation (the "Reporting Person"), as amended to date, with respect to its beneficial ownership of common stock and warrants issued by Standard Microsystems Corporation (the "Common Stock"), a Delaware corporation (the "Issuer").

ITEM 1. Security and Issuer.

(a) Name and Address of Principal Executive Offices
of Issuer:
Standard Microsystems Corporation
80 Arkay Drive
Hauppauge, New York 11788

(b) Title of Class of Equity Securities:

Common Stock

ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation

(b) Address of Principal Business Office:

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2200 Mission College Boulevard
Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components, modules and systems.

(d) Criminal Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

CUSIP No. 853626-10-9

13D

Page 4 of 12

(f) Place of Organization:

Delaware

Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

ITEM 3. Source and Amount of Funds or Other Consideration.

(a) Source of Funds:

N/A

(b) Amount of Funds:

N/A

ITEM 4. Purpose of the Transaction.

No change

ITEM 5. Interest in Securities of the Issuer.

The information contained in Item 4 is incorporated herein by this reference.

(a) Number of Shares Beneficially Owned: 1,028,337

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Percent of Class: 6.1%

- (b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 1,028,337
- (c) Recent Transactions:

Effective December 23, 2003, the Reporting Person donated 514,169 shares of Common Stock to the Intel Foundation at an average price of \$26.40 per share. The transaction was effected through a transfer of the Common Stock from the Reporting Person's Depository Trust Company account to Intel Foundation's Depository Trust Company account with notification received by the Issuer's transfer agent, American Stock Transfer and Trust Company, in New York City, New York.
- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: N/A

CUSIP No. 853626-10-9 13D Page 5 of 12

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No change

ITEM 7. Material to be Filed as Exhibits.

N/A

CUSIP No. 853626-10-9 13D Page 6 of 12

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of December 23, 2003.

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.
F. Thomas Dunlap, Jr.
Senior Vice President and
General Counsel

CUSIP No. 853626-10-9 13D Page 7 of 12

Edgar Filing: INTEL CORP - Form SC 13D/A

APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

Name: Craig R. Barrett

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: John Browne

Business Address: BP p.l.c., Britannic House, 1 Finsbury Circus, London EC2M 7BA

Principal Occupation: Group Chief Executive

Name, principal business and address of corporation or other organization in which employment is conducted: BP p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

CUSIP No. 853626-10-9

13D

Page 8 of 12

Name: Winston H. Chen

Business Address: Paramitas Foundation, 3945 Freedom Circle, Suite 760, Santa Clara, CA 95054

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a private foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

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corporation or
other
organization in
which employment
is conducted:

Name: Andrew S. Grove

Business Address: Intel Corporation, 2200 Mission College
Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: D. James Guzy

Business Address: The Arbor Company, 1340 Arbor Road, Menlo
Park, CA 94025

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership engaged in the electronics and computer industry.
1340 Arbor Road
Menlo Park, CA 94025

CUSIP No. 853626-10-9

13D

Page 9 of 12

Name: Reed E. Hundt

Business Address: McKinsey & Company, 600 14th Street NW, #300,
Washington, DC 20005

Principal Occupation: Senior Advisor

Name, principal business and address of corporation or other organization in which employment is conducted: McKinsey & Company, a management consulting firm.
600 14th Street NW, #300
Washington, DC 20005

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is conducted:

Name: Paul S. Otellini

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: President and Chief Operating Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: David S. Pottruck

Business Address: The Charles Schwab Corporation, 101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a securities brokerage firm. 101 Montgomery Street San Francisco, CA 94104

CUSIP No. 853626-10-9

13D

Page 10 of 12

Name: Jane E. Shaw

Business Address: Aerogen, Inc., 1310 Orleans Drive, Sunnyvale, CA 94089

Principal Occupation: Chairman and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Aerogen, Inc., a pulmonary drug delivery company. 1310 Orleans Drive Sunnyvale, CA 94089

Name: John L. Thornton

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Business Address: 375 Park Avenue, Suite 1002, New York, NY 10152

Principal Occupation: Professor and Director of Global Leadership

Name, principal business and address of corporation or other organization in which employment is conducted: 375 Park Avenue, Suite 1002 New York, NY 10152

Name: David B. Yoffie

Business Address: Harvard Business School, Morgan Hall 215, Soldiers Field Park Road, Boston, MA 02163

Principal Occupation: Max and Doris Starr Professor of International Business Administration

Name, principal business and address of corporation or other organization in which employment is conducted: Harvard Business School, an educational institution. Morgan Hall 215, Soldiers Field Park Road Boston, MA 02163

CUSIP No. 853626-10-9 13D Page 11 of 12

Name: Charles E. Young

Business Address: University of Florida, 226 Tigert Hall, P.O. Box 113150, Gainesville, FL 32610

Principal Occupation: President

Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida, an educational institution. 226 Tigert Hall P.O. Box 113150 Gainesville, FL 32610

CUSIP No. 853626-10-9 13D Page 12 of 12

EXECUTIVE OFFICERS

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The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant
Title: Executive Vice President; Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; General Manager, Intel Communications Group
Citizenship: British

Name: Robert J. Baker
Title: Senior Vice President; General Manager, Technology and Manufacturing Group

Name: Sunlin Chou
Title: Senior Vice President; General Manager, Technology and Manufacturing Group

Name: F. Thomas Dunlap, Jr.
Title: Senior Vice President; General Counsel

Name: Ronald J. Smith
Title: Senior Vice President; General Manager, Wireless Communications and Computing Group

Name: Jason Chun Shen Chen
Title: Vice President; Director, Sales and Marketing Group

Name: John H. F. Miner
Title: Vice President; President, Intel Capital

Name: Arvind Sodhani
Title: Vice President; Treasurer