

12. TYPE OF REPORTING PERSON
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- Item 1. (a) Name of Issuer: Be Incorporated
 (b) Address of Issuer's Principal Executive Offices:
 800 El Camino Real, Suite 400
 Menlo Park, California 94025
- Item 2. (a) Name of Person Filing: Intel Corporation
 (b) Address of Principal Business Office or, if None,
 Residence:
 2200 Mission College Blvd.
 Santa Clara, California 95052
 (c) Citizenship: Delaware
 (d) Title of Class of Securities: Common Stock
 (\$.001 par value)
 (e) CUSIP Number: 073309106
- Item 3. Inapplicable
- Item 4. Ownership
 (a) Amount beneficially owned: 3,076,924 (including a
 vested warrant to purchase 1,538,462 shares)
 (b) Percent of class: 8.6%
 (c) Number of shares as to which such person has:
 (i) Sole power to vote or to direct to the
 vote: 3,076,924
 (ii) Shared power to vote or to direct the
 vote: 0
 (iii) Sole power to dispose or to direct the
 disposition of: 3,076,924
 (iv) Shared power to dispose or to direct the
 disposition of: 0
- Item 5. Inapplicable
- Item 6. Inapplicable
- Item 7. Inapplicable
- Item 8. Inapplicable
- Item 9. Inapplicable
- Item 10. Inapplicable

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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.

January 24, 2000

Date

/s/F. Thomas Dunlap, Jr.

Signature

F. Thomas Dunlap, Jr.
Vice President, General Counsel and
Secretary

Name/Title