

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. (a) Name of Issuer: LIQUID AUDIO INC.
 (b) Address of Issuer's Principal Executive
 Offices:
 810 Winslow Street
 Redwood City, CA 94063

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, CA 95052
 (c) Citizenship: Delaware
 (d) Title of Class of Securities: Common Stock
 (e) CUSIP Number: 53631T 10 2

Item 3. Inapplicable

Item 4. Ownership
 (a) Amount beneficially owned: 2,515,065
 (b) Percent of class: 13.32%
 (c) Number of shares as to which such person has:
 (i) Sole power to vote or to direct to the
 vote: 2,515,065
 (ii) Shared power to vote or to direct the
 vote: 0
 (iii) Sole power to dispose or to direct the
 disposition of: 2,515,065
 (iv) Shared power to dispose or to direct the
 disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.
 If this statement is being filed to report the fact
 that as of the date hereof the reporting person has
 ceased to be the beneficial owner of more than five
 percent of the class of securities, check the
 following [].

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 21, 2000

Date

/s/F. Thomas Dunlap, Jr.

Signature

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

Name/Title