

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION STATEMENT FILED PURSUANT TO RULES 13d-1 AND 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

SMARTERKIDS.COM INC  
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(Name of Issuer)

COMMON STOCK  
-----

(Title of Class of Securities)

83169C 10 6  
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(CUSIP Number)

December 31, 1999  
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Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

- Rule 13d-1(b)  
Rule 13d-1(c)  
 Rule 13d-1(d)

\*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 in 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 ("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).

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1. NAME OF REPORTING PERSON: INTEL CORPORATION  
S.S. or 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. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE
5. SOLE VOTING POWER 1,196,363
- NUMBER OF SHARES 6. SHARED VOTING POWER 0
- BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7. SOLE DISPOSITIVE POWER 1,196,363
8. SHARED DISPOSITIVE POWER 0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,196,363
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.18%

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- Item 1.    (a)    Name of Issuer: SMARTERKIDS.COM INC  
          (b)    Address of Issuer's Principal Executive Offices:  
                  200 Highland Avenue  
                  Needham, MD 02194
- 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: 83169C 10 6

Item 3.    Inapplicable

- Item 4.    Ownership
- (a)    Amount beneficially owned: 1,196,363  
(b)    Percent of class: 6.18%  
(c)    Number of shares as to which such person has:
- (i)    Sole power to vote or to direct the  
                  vote: 1,196,363  
          (ii)    Shared power to vote or to direct the  
                  vote: 0  
          (iii)    Sole power to dispose or to direct the  
                  disposition of: 1,196,363  
          (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

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Date

/s/F. Thomas Dunlap, Jr.

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Signature

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

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Name/Title