

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(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(1)  
(Amendment No. 1)\*

STANDARD MICROSYSTEMS CORPORATION  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

853626-10-9  
(CUSIP Number)

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

March 17, 2000  
(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 which 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 [ ].

\*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 (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).

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1. NAME OF REPORTING PERSON: INTEL CORPORATION  
S.S. or I.R.S. IDENTIFICATION NO. OF 94-1672743  
ABOVE PERSON:
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) [ ]  
(b) [ ]
3. SEC USE ONLY
4. SOURCE OF FUNDS: WC
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: 1,542,506
8. SHARED VOTING POWER: N/A
9. SOLE DISPOSITIVE POWER: 1,542,506
10. SHARED DISPOSITIVE POWER: N/A
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 1,542,506  
REPORTING PERSON:
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES\*\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.9%  
(11):

14. TYPE OF REPORTING PERSON: CO

\*\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 1 amends and supplements the statement on Schedule 13D (the "Schedule 13D"), and the cover page thereto, filed on March 27, 1997 by Intel Corporation (the "Reporting Person"), with respect to its beneficial ownership of common stock and warrants issued by Standard Microsystems Corporation, 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:

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

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securities laws or finding any violation with respect to such laws.

(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:

Funds for the purchase of the securities were derived from the Reporting Person's working capital.

(b) Amount of Funds:

As described in more detail in Item 4, on March 18, 1997, the Reporting Person paid \$14,653,807 to acquire 1,542,506 shares and warrant to purchase 1,542,606 shares of the Issuer's Common Stock. The Reporting Person net exercised the Warrant on March 17, 2000 (as described in Item 4).

ITEM 4. Purpose of the Transaction.

On March 18, 1997, pursuant to a Common Stock and Warrant Purchase Agreement dated as of March 18, 1997 (the "Purchase Agreement"), the Reporting Person acquired 1,542,506 shares of the Issuer's Common Stock and a Warrant (the "Warrant") to purchase 1,542,606 shares of the Issuer's Common Stock, as an investment and in connection with a technology agreement between the Issuer and the Reporting Person pursuant to which the Issuer and Reporting Person agreed to work cooperatively on the integration of new semiconductor input/output (I/O) integrated circuits into selected personal computer motherboard designs and also on a family of proprietary low-pin-count I/O devices for future applications. The shares of Common Stock subject to the Warrant were vested and immediately exercisable. The exercise price for the shares increased periodically throughout the time that the Warrant was in effect, pursuant to a schedule set forth in the Warrant. The expiration date of the Warrant was March 18, 2000.

On March 17, 2000, the Reporting Person net exercised the Warrant in full pursuant to Section 1.3(c) of the Warrant (which allows Intel to elect to receive, without payment of any additional consideration, a number of shares equal to the value of the Warrant as of the date of exercise), and the Issuer thereupon issued

to the Reporting Person an aggregate of 200,284 shares of the Issuer's Common Stock (the "Net Exercise Shares"). Immediately following such net exercise, the Issuer purchased the Net Exercise Shares from the Reporting Person for an aggregate purchase price of \$1,927,733.50, pursuant to a Share Purchase Agreement dated as of March 17, 2000 between the Reporting Person and the Issuer (the "Share Purchase Agreement"). The execution of the Share Purchase Agreement by each of the Reporting Person and the Issuer was a condition precedent to the net exercise of the Warrant by the Reporting Person.

The Reporting Person will continue to hold as an investment the 1,542,506 shares of the Issuer's Common Stock initially purchased on March 18, 1997. Depending on the Reporting Person's evaluation of market conditions, market price, alternative investment opportunities, liquidity needs and other factors, the Reporting Person will from time to time explore opportunities for liquidating all or a portion of such shares, through one or more sales pursuant to public or private offerings or otherwise. In such event, the Reporting Person may determine to retain some portion of such shares as an investment.

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: 1,542,506

Right to Acquire:	0
Percent of Class:	9.9 % (based upon 15,581,236 shares of common stock outstanding, as reported by the Issuer in its Form 10-Q for the quarter ended November 30, 1999.
(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares:	1,542,506
(c) Recent Transactions:	See Item 4.
(d) Rights with Respect to Dividends or Sales Proceeds:	N/A
(e) Date of Cessation of Five Percent Beneficial Ownership:	N/A

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

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

Pursuant to an Investor Rights Agreement dated March 18, 1997 between the Reporting Person and the Issuer, the Reporting Person has, under certain circumstances, various rights related to (a) registration of the Common Stock that the Reporting Person owns, (b) participation in future sales and issuances of securities by the Issuer, (c) maintaining its ownership percentage in the Issuer, (d) receiving various public filings directly from the Issuer on a periodic basis, and (e) the opportunity to acquire the Issuer or certain assets of the Issuer if the Issuer seeks other offers or receives certain unsolicited offers. The Reporting Person has certain standstill obligations relating to its acquisition of shares of Common Stock of the Issuer and certain restrictions on its voting rights. In addition, the Purchase Agreement contains certain restrictions on transfer of the Common Stock by the Reporting Person.

ITEM 7.    Material to be Filed as Exhibits.

Exhibit 1    Share Purchase Agreement, dated March 17, 2000, between the Reporting Person and the Issuer

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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.

Dated as of    March 22, 2000.

INTEL CORPORATION

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

## 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: 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: President and 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 Amoco 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: The BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

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 charitable foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

Name: Andrew S. Grove

Business Address: 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

other  
organization in  
which employment  
is conducted:

Name: D. James Guzy

Business Address: 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

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Name: Gordon E. Moore

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

Principal Occupation: Chairman Emeritus 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: David S. Pottruck

Business Address: 101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, an investment company  
101 Montgomery Street  
San Francisco, CA 94104

Name: Jane E. Shaw

Business Address: 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 private company specializing in controlled delivery of drugs to the lungs  
1310 Orleans Drive  
Sunnyvale, CA 94089

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Name: Leslie L. Vadasz  
Business Address: 2200 Mission College Boulevard, Santa Clara, CA 95052  
Principal Occupation: Executive Vice President; President, Intel Capital  
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 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. Harvard Business School Morgan Hall 215, Soldiers Field Park Road Boston, MA 02163

Name: Charles E. Young  
Business Address: 10920 Wilshire Boulevard, Suite 1835, Los Angeles, CA 90024  
Principal Occupation: A. Chancellor Emeritus  
B. Interim President  
Name, principal business and address of corporation or other organization in which employment is conducted: A. University of California at Los Angeles, an educational institution. 10920 Wilshire Boulevard, Suite 1835 Los Angeles, CA 90024  
B. University of Florida 226 Tigert Hall PO Box 113150 Gainesville, FL 32610

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#### EXECUTIVE OFFICERS

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: Paul S. Otellini  
Title: Executive Vice President; General Manager, Intel Architecture Business Group

Name: Gerhard H. Parker  
Title: Executive Vice President; General Manager, New Business Group

Name: Andy D. Bryant  
Title: Senior Vice President, Chief Financial Officer, and Enterprise Services Officer

Name: Sean M. Maloney  
Title: Senior Vice President; Director, Sales and Marketing Group

Name: Michael R. Splinter

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

Name: Albert Y. C. Yu  
Title: Senior Vice President; General Manager, Microprocessor Products Group

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

Name: Arvind Sodhani  
Title: Vice President, Treasurer

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EXHIBIT INDEX

Exhibit No.	Document
Exhibit 1	Share Purchase Agreement, dated March 17, 2000, between the Reporting Person and the Issuer

EXHIBIT 1

SHARE PURCHASE AGREEMENT

Dated March 17, 2000

SHARE PURCHASE AGREEMENT

This Share Purchase Agreement (this "Agreement") is entered into as of March 17, 2000 by and between Intel Corporation, a Delaware corporation ("Intel"), and Standard Microsystems Corporation, a Delaware corporation (the "Company").

RECITALS

WHEREAS, Intel is the holder of that certain Warrant to Purchase Shares of Common Stock of Standard Microsystems Corporation, dated as of March 18, 1997 (the "Warrant"), pursuant to which Intel has the right to purchase up to 1,542,606 shares of the Company's common stock;

WHEREAS, Intel and the Company have agreed that Intel will net exercise the Warrant pursuant to Section 1.3 of the Warrant by delivering to the Company a Common Stock Warrant Notice of Exercise in the form attached hereto as Exhibit A (the "Notice of Exercise"), as a result of which the Company will issue to Intel 200,284 shares of the Company's common stock (the "Net Exercise Shares");

WHEREAS, Intel and the Company have agreed that immediately following the issuance of the Net Exercise Shares to Intel, the Company will purchase the Net Exercise Shares from Intel at an aggregate purchase price of \$1,927,733.50, pursuant to the terms and conditions of this Agreement; and

WHEREAS, the execution of this Agreement by each of the Company and Intel is a condition precedent to the validity and effectiveness of the Notice of Exercise delivered by Intel to the Company on the date hereof.

AGREEMENT

NOW THEREFORE, in consideration of the mutual promises and covenants herein contained and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Purchase of Net Exercise Shares. Immediately following the issuance of the Net Exercise Shares to Intel pursuant to Intel's net exercise of the Warrant, (i) the Company agrees to purchase from Intel, and Intel agrees to sell to the Company, all of the Net Exercise Shares for an aggregate purchase price of \$1,927,733.50 (the "Purchase Price"), and (ii) the Company will pay the Purchase Price to Intel within five (5) business days from the date hereof by delivery of a check or wire transfer to an account designated by Intel.



2. Representations and Warranties of the Company.

(a) Existence and Good Standing. The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware.

(b) Authorization and Validity of this Agreement. The Company has the requisite corporate power and authority to execute and deliver this Agreement and to perform its

obligations hereunder. This Agreement has been duly executed and delivered by the Company and, assuming due execution of this Agreement by Intel, is a valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except to the extent that its enforceability may be subject to applicable bankruptcy, insolvency, reorganization, moratorium and similar laws affecting the enforcement of creditors' rights generally and by general equitable principles.

3. Representations and Warranties of Intel.

(a) Existence and Good Standing. Intel is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware.

(b) Authorization and Validity of this Agreement. Intel has the requisite corporate power and authority to execute and deliver this Agreement and to perform its obligations hereunder. This Agreement has been duly executed and delivered by Intel and, assuming due execution of this Agreement by the Company, is a valid and binding obligation of Intel enforceable against Intel in accordance with its terms, except to the extent that its enforceability may be subject to applicable bankruptcy, insolvency, reorganization, moratorium and similar laws affecting the enforcement of creditors' rights generally and by general equitable principles.

4. Governing Law. The interpretation and construction of this Agreement, and all matters relating hereto, shall be governed by the laws of the State of Delaware applicable to agreements executed and to be performed solely within such State.

5. Entire Agreement. This Agreement and the other documents referred to herein which form a part hereof, contain the entire understanding of the parties hereto with respect to the subject matter contained herein and therein. This Agreement supersedes all prior agreements and understandings between the parties with respect to such subject matter.

6. Amendments. This Agreement may not be changed orally, but only by an agreement in writing signed by Intel and the Company.

7. Counterparts. This Agreement may be executed in counterparts, each of which taken together shall constitute one instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

STANDARD MICROSYSTEMS CORPORATION

By: /s/Eric M. Nowling

Name: Eric M. Nowling

Title: Vice President - Controller  
and Chief Accounting Officer

INTEL CORPORATION

By: /s/Ravi Jacob

Name: Ravi Jacob

Title: Assistant Treasurer

[SIGNATURE PAGE TO INTEL CORPORATION/STANDARD MICROSYSTEMS  
CORPORATION SHARE PURCHASE AGREEMENT]