

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

INTEL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 94-1672743
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification Number)

2200 Mission College Blvd.
Santa Clara, California 95052-8119
(Address of Principal Executive Offices) (Zip Code)

Basis Communications Corporation 1999 Equity Incentive Plan
as assumed by Intel Corporation
(Full title of the Plan)

F. THOMAS DUNLAP, JR.
Vice President, General Counsel and Secretary
Intel Corporation
2200 Mission College Blvd.
Santa Clara, California 95052-8119
(Name and address of agent for service)

(408) 765-8080
(Telephone number, including area code, of agent for service)

Copies to:
KENNETH R. LAMB, ESQ.
Gibson, Dunn & Crutcher LLP
One Montgomery Street
San Francisco, CA 94104
(415) 393-8200

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CALCULATION OF REGISTRATION FEE
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Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Common Stock par value \$0.001 per share	7,500	\$139.8125	\$1,048,594	\$277

- Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.
- Estimated solely for the purpose of determining the registration fee.
- Calculated pursuant to Rule 457(c) based upon the average of the high and low prices of the Common Stock on the Nasdaq National Market on July 24, 2000 which was \$139.8125.

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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Intel Corporation, a Delaware corporation (the "Company," "Corporation" or "Registrant"), relating to 7500 shares of its common stock, par value \$0.001 per share (the "Common Stock"), issuable to eligible employees of the Company under the Basis Communications Corporation 1999 Equity Incentive Plan as assumed by Intel Corporation (the "Plan"). This Registration Statement is submitted in accordance with Section E of the General

Instructions to Form S-8 regarding Registration of Additional Securities.

The following documents, which previously have been filed by the Company with the Securities and Exchange Commission (the "Commission"), are incorporated herein by reference and made a part hereof:

(i) The Company's Registration Statement on Form S-8, file number 333-39422, filed with the Commission on June 16, 2000;

(ii) The Company's Current Report on Form 8-K filed with the Commission on June 22, 2000; and

(iii) The Company's Current Report on Form 8-K filed with the Commission on July 20, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on the 25th day of July, 2000.

INTEL CORPORATION

By: /s/ F. Thomas Dunlap, Jr.

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

Each person whose signature appears below constitutes and appoints F. Thomas Dunlap, Jr. and Andy D. Bryant, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/S/Gordon E. Moore Gordon E. Moore	Chairman Emeritus and Director	July 25, 2000
/s/Andrew S. Grove Andrew S. Grove	Chairman of the Board (principal executive officer)	July 25, 2000
Craig R. Barrett	President and Chief Executive Officer	
/s/Andy D. Bryant Andy D. Bryant	Senior Vice President, Principal Accounting and Chief Financial Officer and Enterprise Services Officer	July 25, 2000
/s/John Browne John Browne	Director	July 25, 2000
/s/Winston H. Chen Winston H. Chen	Director	July 25, 2000
/s/D. James Guzy	Director	July 25, 2000

D. James Guzy

/s/David S. Pottruck David S. Pottruck	Director	July 25, 2000
/s/Jane E. Shaw Jane E. Shaw	Director	July 25, 2000
Leslie L. Vadasz	Director	
/s/David B. Yoffie David B. Yoffie	Director	July 25, 2000
Charles E. Young	Director	

INDEX TO EXHIBITS

Exhibit No.	Description
5.1	Legal Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, Independent Auditors.
24.1	Power of Attorney (contained on signature page hereto).

EXHIBIT 5.1

[Letterhead of Gibson, Dunn & Crutcher LLP]

July 28, 2000

Intel Corporation
2200 Mission College Boulevard
Santa Clara, California 95052

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Intel Corporation, a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of 7500 shares of Common Stock, \$.001 par value (the "Shares"), of the Company (the "Common Stock"), subject to issuance by the Company upon exercise of options granted under the Basis Communications Corporation 1999 Equity Incentive Plan as assumed by Intel Corporation (the "Plan") assumed by the Company pursuant to the terms of the Agreement and Plan of Merger, dated as of March 20, 2000, among the Company, Basis Communications Corporation, a California corporation, SWT Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of the Company, and for the limited purposes set forth therein, Michael David Shealy.

We have examined the originals or certified copies of such corporate records, certificates of officers of the Company and/or public officials and such other documents and have made such other factual and legal investigations as we have deemed relevant and necessary as the basis for the opinions set forth below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as conformed or photostatic copies and the authenticity of the originals of such copies.

Based on our examination mentioned above, subject to the assumptions stated above and relying on the statements of fact contained in the documents that we have examined, we are of the opinion that (i) the issuance by the Company of the Shares has been duly authorized and (ii) when issued in accordance with the terms of the Plan, the Shares will be duly and validly issued,

fully paid and non-assessable shares of Common Stock.

We are admitted to practice in the State of California, and are not admitted to practice in the State of Delaware. However, for the limited purposes of our opinion set forth above, we are generally familiar with the General Corporation Law of the State of Delaware (the "DGCL") as presently in effect and have made such inquiries as we consider necessary to render this opinion with respect to a Delaware corporation. This opinion letter is limited to the laws of the State of California and, to the limited extent set forth above, the DGCL, as such laws presently exist and to the facts as they presently exist. We express no opinion with respect to the effect or applicability of the laws of any other jurisdiction. We assume no obligation to revise or supplement this opinion letter should the laws of such jurisdictions be changed after the date hereof by legislative action, judicial decision or otherwise.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations of the Securities and Exchange Commission.

Very truly yours,

/s/GIBSON, DUNN & CRUTCHER LLP

EXHIBIT 23.2

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Basis Communications Corporation 1999 Equity Incentive Plan, as assumed by Intel Corporation, of our report dated January 11, 2000, with respect to the consolidated financial statements and schedule of Intel Corporation included in and/or incorporated by reference in its Annual Report (Form 10-K) for the year ended December 25, 1999, filed with the Securities and Exchange Commission.

/s/Ernst & Young LLP

San Jose, California
July 26, 2000