

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

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. 2)

PICTURETEL CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

720035 30 2

(CUSIP Number)

F. Thomas Dunlap, Jr.
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)

May 11, 2001

(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 that 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 on 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.

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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.	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
NUMBER OF BENEFICIALLY OWNED BY EACH REPORTING	7. SOLE VOTING POWER	6,257,708 (1)
	8. SHARED VOTING POWER	-0-
	9. SOLE DISPOSITIVE POWER	6,257,708

- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,257,708
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.18%
- 14. TYPE OF REPORTING PERSON CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The Reporting Person owns 2,457,708 shares of Series A Preference Stock and 3,800,000 shares of Series B Preference Stock. The Series A Preference Stock and Series B Preference Stock do not have voting rights but are convertible into shares of Common Stock on a 1:1 basis.

Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on January 29, 1999, as previously amended, with respect to the Common Stock (the "Common Stock") of PictureTel Corporation.

Item 1. Security and Issuer.

- (a) Name and Address of Principal Executive Offices of Issuer:
 -
 - PictureTel Corporation
 - 100 Minuteman Road
 - Andover, Massachusetts 01810
- (b) Title and Class of Equity Securities:
 -
 - Series A Preference Stock convertible into shares of PictureTel Corporation's Common Stock.
 - Series B Preference Stock convertible into shares of PictureTel Corporation's Common Stock.

Item 2. Identity and Background.

- (a) Name of Person Filing: Intel Corporation (the "Reporting Person")
- (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 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 5. Interests in Securities of the Issuer.

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

(a) Number of Shares Beneficially Owned: 6,257,708

Percent of Class: 12.18% of the Issuer's outstanding Common Stock, (based upon 51,356,649 shares of Common Stock as reported by the Issuer in its Form 10-Q for the quarter ended March 31, 2001 and assuming the conversion of the Series A & B Preference Shares held by the Reporting Person).

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 6,257,708 shares

(c) Recent Transactions: The Reporting Person sold 700,000 shares of Common Stock in multiple open market transactions for cash between May 9, 2001 and May 11, 2001 at prices ranging from \$4.05 to \$4.35 per share. The Reporting Person sold an additional 1,321,000 shares of Common Stock in multiple open market transactions for cash between May 14, 2001 and May 22, 2001 at prices ranging from \$4.00 to \$4.59 per share. All shares were sold pursuant to Rule 144 promulgated under the Securities Act, as amended.

(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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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 May 5, 2001.

INTEL CORPORATION

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

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

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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: Intel Corporation, 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: BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

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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: Intel Corporation, 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

Name: D. James Guzy

Business Address: The Arbor Company, 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

other Menlo Park, CA 94025
organization in
which employment
is conducted:

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Name: Reed E. Hundt

Business Charles Ross Partners LLC, 1909 K Street NW,
Address: Suite 820, Washington, DC 20006

Principal Principal Partner
Occupation:

Name, principal Charles Ross Partners LLC, a law firm.
business and 1909 K Street NW, Suite 820
address of Washington, DC 20006
corporation or
other
organization in
which employment
is conducted:

Name: David S. Pottruck

Business The Charles Schwab Corporation, 101 Montgomery
Address: Street, San Francisco, CA 94104

Principal President and Co-Chief Executive Officer
Occupation:

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

Name: Jane E. Shaw

Business AeroGen, Inc., 1310 Orleans Drive, Sunnyvale,
Address: CA 94089

Principal Chairman and Chief Executive Officer
Occupation:

Name, principal AeroGen, Inc., a pulmonary drug delivery
business and company
address of 1310 Orleans Drive
corporation or Sunnyvale, CA 94089
other
organization in
which employment
is conducted:

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Name: Leslie L. Vadasz

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

Principal Executive Vice President; President, Intel
Occupation: Capital

Name, principal Intel Corporation, a manufacturer of
business and microcomputer components, modules and systems.
address of 2200 Mission College Boulevard
corporation or Santa Clara, CA 95052
other
organization in
which employment
is conducted:

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.
Morgan Hall 215, Soldiers Field Park Road
Boston, MA 02163

Name: Charles E. Young
Business Address: University of Florida, 226 Tigert Hall, P.O.
Box 113150, Gainesville, FL 32610
Principal Occupation: President of the University of Florida

Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida
226 Tigert Hall
P.O. 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: Andy D. Bryant
Title: Executive Vice President; Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; General Manager, Intel Communications Group
Citizenship: British

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

Name: Michael R. Splinter
Title: Executive Vice President; General Manager, Sales and Marketing Group

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

Name: Ronald J. Smith
Title: Senior Vice President; General Manager, Wireless Communications and Computing Group

Name: Robert J. Baker
Title: Vice President; General Manager, Technology and Manufacturing Group

Name: Arvind Sodhani
Title: Vice President, Treasurer