

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(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 (a)
(Amendment No. 1)*

WILLIAMS COMMUNICATIONS GROUP, INC.

(Name of Issuer)

Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

969455104

(CUSIP Number)

F. Thomas Dunlap
Senior 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)

August 17, 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 (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) []
A GROUP** (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 7. SOLE VOTING POWER -0-
SHARES
BENEFICIALLY 8. SHARED VOTING POWER -0-
OWNED BY
EACH 9. SOLE DISPOSITIVE POWER -0-
REPORTING
PERSON WITH 10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%

14. TYPE OF REPORTING PERSON CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The beneficial ownership of the Reporting Person fell below 5% on April 23, 2001, upon an increase in the amount of Issuer's outstanding Class A Common Stock (the "Common Stock"). The event date set forth above reflects the date on which the Reporting Person first effected a sales transaction after April 23, 2001.

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Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on October 15, 1999, with respect to the Common Stock (the "Common Stock") of Williams Communications Group Inc. ("Williams" or the "Issuer").

ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation. 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.

(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

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ITEM 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 0 shares.

Percent of Class: 0.0% of the Issuer 's outstanding Common Stock (based upon 490,668,352 shares of Common Stock outstanding,

as reported by the Issuer in its Form 10-Q for the quarter ended June 30, 2001).

- (b) Sole Power to Vote, Direct the Vote of, Dispose of, or Direct the Disposition of Shares: 2,687,493 shares.
- (c) Recent Transactions:
On August 17, 2001, the Reporting Person sold 129,000 shares of Common Stock in an open-market transaction for cash at an average price of \$2.00 per share.
- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: April 23, 2001 The amount of Issuer's outstanding Class A Common Stock increased on April 23, 2001. This increase caused the beneficial ownership of the Reporting Person to fall below 5%.

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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 November 8, 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	BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

corporation or
other
organization in
which employment
is conducted:

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
Menlo Park, CA 94025

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Name: Reed E. Hundt

Business Address: McKinsey & Company, 600 14th Street NW, #300,
Washington, DC 20005

Principal Occupation: Senior Advisor

Name, principal business and address of corporation or other organization in which employment is conducted: McKinsey & Company, a management consulting
firm
600 14th Street NW, #300
Washington, DC 20005

Name: David S. Pottruck
Business Address: The Charles Schwab Corporation, 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, a securities brokerage firm
101 Montgomery Street
San Francisco, CA 94104

Name: Jane E. Shaw
Business Address: AeroGen, Inc., 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 pulmonary drug delivery company
1310 Orleans Drive
Sunnyvale, CA 94089

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Name: Leslie L. Vadasz
Business Address: Intel Corporation, 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.
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 University of Florida
business and 226 Tigert Hall
address of P.O. Box 113150
corporation or Gainesville, FL 32610
other
organization in
which employment
is conducted:

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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 Group

Name: Michael R. Splinter
Title: Executive Vice President; Director, 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