

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)*

Be Incorporated

(Name of Issuer)

Common Stock (\$0.001 par value)

(Title of Class of Securities)

073309106

(CUSIP Number)

December 31, 2001

(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)
X 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 |
| | 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: | 1,538,462** |
| NUMBER OF SHARES BENEFICIALLY OWNED BY THE REPORTING PERSON WITH | 6. SHARED VOTING POWER: | -0- |
| | 7. SOLE DISPOSITIVE POWER: | 1,538,462** |
| | 8. SHARED DISPOSITIVE POWER: | -0- |
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 1,538,462** |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES* | [] |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: | 0.65% |
| 12. | TYPE OF REPORTING PERSON:* | CO |

- Item 1. (a) Name of Issuer: Be Incorporated
- (b) Address of Issuer's Principal Executive Offices:
800 El Camino Real, Suite 300
Menlo Park, California 94025
- 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, California 95052
- (c) Citizenship: Delaware
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 073309106

Item 3. Inapplicable

- Item 4. Ownership
- (a) Amount beneficially owned: 1,538,462**
- (b) Percent of class: 0.65%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct to the
vote: 1,538,462**
 - (ii) Shared power to vote or to direct the
vote: -0-
 - (iii) Sole power to dispose or to direct the
disposition of: 1,538,462**
 - (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 [X].

- Item 6. Inapplicable
- Item 7. Inapplicable
- Item 8. Inapplicable
- Item 9. Inapplicable
- Item 10. Inapplicable

**The Reporting Person currently holds vested and unexercised warrants to purchase 1,538,462 shares of the Issuer's Common Stock.

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.

February 14, 2002

Date

/s/F. Thomas Dunlap, Jr.

Signature

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

Name/Title

