

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)\*

NOVA MEASURING INSTRUMENTS, LTS.

-----  
(Name of Issuer)

ORDINARY SHARES (NIS 0.01 PAR VALUE)

-----  
(Title of Class of Securities)

M7516K 10 3

-----  
(CUSIP Number)

December 31, 2001

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(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) [ ]<br>(b) [ ] |
| 3.           | SEC USE ONLY  |                    |
| 4.           | CITIZENSHIP OR PLACE OF ORGANIZATION:                               | DELAWARE           |
|              | 5. SOLE VOTING POWER:   | -0-                |
| NUMBER OF    | 6. SHARED VOTING POWER:   | -0-                |
| SHARES       | 7. SOLE DISPOSITIVE POWER:  | -0-                |
| BENEFICIALLY | 8. SHARED DISPOSITIVE POWER:  | -0-                |
| OWNED BY THE |   |                    |
| REPORTING    |   |                    |
| PERSON WITH  |   |                    |
| 9.           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:       | -0-                |
| 10.          | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES* | [ ]                |
| 11.          | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:                    | 0.00%              |
| 12.          | TYPE OF REPORTING PERSON:*  | CO                 |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. (a) Name of Issuer: Nova Measuring Instruments, Ltd.  
(b) Address of Issuer's Principal Executive Offices:  
Weizmann Science Park  
P.O. Box 266  
Rehovot 76100, Israel

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: Ordinary Shares  
(e) CUSIP Number: m7516k 10 3

Item 3. Inapplicable

Item 4. Ownership  
(a) Amount beneficially owned: -0-  
(b) Percent of class: 1.67%  
(c) Number of shares as to which such person has:  
(i) Sole power to vote or to direct to the  
vote: -0-  
(ii) Shared power to vote or to direct the  
vote: -0-  
(iii) Sole power to dispose or to direct the  
disposition of: -0-  
(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

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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.

February 9, 2002

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Date

/s/F. Thomas Dunlap, Jr.  
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Signature

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