

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. 2)\*

STANDARD MICROSYSTEMS CORPORATION  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

853626-10-9  
(CUSIP Number)

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

December 23, 2003  
(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 [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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  |
|     | 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.  | SOURCE OF FUNDS**  | N/A                |
| 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           |
|     | 7. SOLE VOTING POWER:  | 1,028,337          |
|     | 8. SHARED VOTING POWER:  | N/A                |
|     | 9. SOLE DISPOSITIVE POWER:   | 1,028,337          |
|     | 10. SHARED DISPOSITIVE POWER:  | N/A                |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:                          | 1,028,337          |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**                | [ ]                |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 6.1%  
14. TYPE OF REPORTING PERSON\*\* CO

\*\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 2 amends and supplements the statement on Schedule 13D and the cover page thereto filed on March 22, 2000 by Intel Corporation (the "Reporting Person"), as amended to date, with respect to its beneficial ownership of common stock and warrants issued by Standard Microsystems Corporation (the "Common Stock"), a Delaware corporation (the "Issuer").

ITEM 1. Security and Issuer.

- (a) Name and Address of Principal Executive Offices of Issuer:  
Standard Microsystems Corporation  
80 Arkay Drive  
Hauppauge, New York 11788
- (b) Title of Class of Equity Securities:  
Common Stock

ITEM 2. Identity and Background.

- (a) Name of Person Filing:  
Intel Corporation
- (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.

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- (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 3. Source and Amount of Funds or Other Consideration.

- (a) Source of Funds:  
N/A
- (b) Amount of Funds:  
N/A

ITEM 4. Purpose of the Transaction.

No change

ITEM 5. Interest in Securities of the Issuer.

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

(a) Number of Shares Beneficially Owned: 1,028,337

Percent of Class: 6.1%

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 1,028,337

(c) Recent Transactions:

Effective December 23, 2003, the Reporting Person donated 514,169 shares of Common Stock to the Intel Foundation at an average price of \$26.40 per share. The transaction was effected through a transfer of the Common Stock from the Reporting Person's Depository Trust Company account to Intel Foundation's Depository Trust Company account with notification received by the Issuer's transfer agent, American Stock Transfer and Trust Company, in New York City, New York.

(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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ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No change

ITEM 7. Material to be Filed as Exhibits.

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 December 23, 2003.

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.  
F. Thomas Dunlap, Jr.  
Senior Vice President and  
General Counsel

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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 Chief Executive Officer

Occupation:

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 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 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 private 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

which employment  
is conducted:

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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: Paul S. Otellini

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

Principal Occupation: President and Chief Operating 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: David S. Pottruck

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

Principal Occupation: President and 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

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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

Name: John L. Thornton

Business Address: 375 Park Avenue, Suite 1002, New York, NY

Address: 10152  
Principal Professor and Director of Global Leadership  
Occupation:

Name, principal 375 Park Avenue, Suite 1002  
business and New York, NY 10152  
address of  
corporation or  
other  
organization in  
which employment  
is conducted:

Name: David B. Yoffie

Business Harvard Business School, Morgan Hall 215,  
Address: Soldiers Field Park Road, Boston, MA 02163

Principal Max and Doris Starr Professor of International  
Occupation: Business Administration

Name, principal Harvard Business School, an educational  
business and institution.  
address of Morgan Hall 215, Soldiers Field Park Road  
corporation or Boston, MA 02163  
other  
organization in  
which employment  
is conducted:

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Name: Charles E. Young

Business University of Florida, 226 Tigert Hall, P.O.  
Address: Box 113150, Gainesville, FL 32610

Principal President  
Occupation:

Name, principal University of Florida, an educational  
business and institution.  
address of 226 Tigert Hall  
corporation or P.O. Box 113150  
other Gainesville, FL 32610  
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: Robert J. Baker  
Title: Senior Vice President; General Manager, Technology and Manufacturing Group

Name: Sunlin Chou  
Title: Senior Vice President; General Manager, Technology and Manufacturing Group

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

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

Name: Jason Chun Shen Chen  
Title: Vice President; Director, Sales and Marketing  
Group

Name: John H. F. Miner  
Title: Vice President; President, Intel Capital

Name: Arvind Sodhani  
Title: Vice President; Treasurer