

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. 3)*

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)

April 7, 2004
(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) []
(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: | 847,337 |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH | 8. SHARED VOTING POWER: | N/A |
| | 9. SOLE DISPOSITIVE POWER: | 847,337 |
| | 10. SHARED DISPOSITIVE POWER: | N/A |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 847,337 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** | [] |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.2
14. TYPE OF REPORTING PERSON** CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 3 amends and supplements the statement on Schedule 13D and the cover page thereto filed on December 24, 2003 by Intel Corporation (the "Reporting Person"), as amended to date, with respect to its beneficial ownership of common stock issued by Standard Microsystems Corporation (the "Common Stock"), a Delaware corporation.

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

There is no material change with respect to this Item as it relates to the executive officers and directors of the Reporting Person.

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: 847,337

Percent of Class: 4.2%

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 847,337

Shared Power to Vote, Direct the Vote of, or Dispose of Shares: N/A

(c) Recent Transactions:

On March 31, 2004 through April 7, 2004, the Reporting Person sold 181,000 shares of Common Stock on the open market within a range of prices of \$26.84 to \$28.33 at an average price of \$27.72.

(d) Rights with Respect to Dividends or Sales Proceeds: N/A

(e) Date of Cessation of Five Percent Beneficial Ownership: April 7, 2004

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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 April 8, 2004

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 Occupation: Chief Executive Officer

Name, principal business and Intel Corporation, a manufacturer of 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: Charlene Barshefsky

Business Wilmer, Cutler & Pickering, 1899 Pennsylvania
Address: Avenue, Washington DC 20006

Principal Senior International Partner
Occupation:

Name, principal Wilmer, Cutler & Pickering, Law Firm
business and 1899 Pennsylvania Avenue
address of Washington DC 20006
corporation or
other
organization in
which employment
is conducted:

Name: John Browne

Business BP p.l.c., Britannic House, 1 Finsbury Circus,
Address: London EC2M 7BA

Principal Group Chief Executive
Occupation:

Name, principal BP p.l.c., an integrated oil company.
business and Britannic House, 1 Finsbury Circus
address of London EC2M 7BA
corporation or
other
organization in
which employment
is conducted:

Citizenship: British

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Name: Winston H. Chen

Business Paramitas Foundation, 3945 Freedom Circle,
Address: Suite 760, Santa Clara, CA 95054

Principal Chairman
Occupation:

Name, principal Paramitas Foundation, a private foundation.
business and 3945 Freedom Circle, Suite 760
address of Santa Clara, CA 95054
corporation or
other
organization in
which employment
is conducted:

Name: Andrew S. Grove

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

Principal Chairman of the Board of Directors
Occupation:

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: 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: 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 10152

Principal Occupation: Professor and Director of Global Leadership

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

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

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Name: Charles E. Young

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

Principal Occupation: President Emeritus

Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida, an educational institution.
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

Citizenship: Communications Group
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; Strategic Programs

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