

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

MICRON TECHNOLOGY, INC.
(Name of Issuer)

Common Stock, \$.10 par value
(Title of Class of Securities)

595112
(CUSIP Number)

D. Bruce Sewell
Senior Vice President and General Counsel
Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95054-8119
Telephone: (408) 765-8080
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 11, 2006
(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. | NAMES OF REPORTING PERSONS: | INTEL CORPORATION |
| | I.R.S. IDENTIFICATION NOS. OF ABOVE | 94-1672743 |
| | PERSONS (entities only): | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | (a) <input type="checkbox"/> |
| | | (b) <input type="checkbox"/> |
| 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) | <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION: | DELAWARE |
| | 7. SOLE VOTING POWER: | 33,860,045 |
| NUMBER OF | 8. SHARED VOTING POWER: | -0- |
| SHARES | | |
| BENEFICIALLY | 9. SOLE DISPOSITIVE POWER: | 33,860,045 |
| OWNED BY EACH | | |
| REPORTING | 10. SHARED DISPOSITIVE POWER: | -0- |
| PERSON WITH | | |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 33,860,045 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** | <input type="checkbox"/> |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 4.8%
(11):

14. TYPE OF REPORTING PERSON** CO

**SEE INSTRUCTIONS BEFORE FILLING OUT

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Intel Corporation ("Intel") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on October 3, 2003 (the "Original Filing"), with respect to the Common Stock of Micron Technology, Inc. ("Micron").

ITEM 1. Security and Issuer.

- (a) Name and Address of Principal Executive Offices of Micron:

Micron Technology, Inc.
8000 South Federal Way
P.O. Box 6
Boise, Idaho, 83716-9632

- (b) Title of Class of Equity Securities:

Common Stock, \$.10 par value (the "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 95054-1549

- (c) Principal Occupation and Business:

Manufacturer of microcomputer components, modules and systems.

- (d) Criminal Proceedings:

During the last five years, neither Intel nor any executive officer or director of Intel has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e) Civil Proceedings:

During the last five years, neither Intel nor any executive officer or director of Intel 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

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with respect to such laws.

- (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 Intel. 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.

As of the date of this filing, Intel holds non-voting stock rights convertible into and exchangeable for (at no additional consideration) 33,860,045 shares of Micron's Common Stock (the "Stock Rights"). The Stock Rights represent a right to acquire less than five percent (5%) of Micron's Common Stock as a result of Micron issuing additional shares during its fiscal quarter ended March 2, 2006. As disclosed in the Original Filing, based upon Intel's evaluation of market conditions, market price, alternative investment opportunities, liquidity needs and other factors, Intel will from time to time explore opportunities for liquidating all or a portion of the Stock Rights, through one or more sales pursuant to public or private offerings or otherwise. As of the date of this amendment, Intel does not have a sale of the Stock Rights pending and presently does not intend to sell at current market prices.

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:
33,860,045(1)

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Percent of Class: 4.8% of Micron's Common Stock (based upon 709,993,194 shares of Common Stock outstanding, as reported by Micron in its Form 10-Q for the quarter ended March 2, 2006, and assuming the conversion of Intel's Stock Rights into 33,860,045 shares of Common Stock).

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 33,860,045(1)

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

(c) Recent Transactions:

As a result of Micron issuing 53,700,000 shares of Micron's Common Stock to persons other than Intel during the second quarter of 2006, and not through any sale or other disposition by Intel, Intel's beneficial ownership fell below 5%.

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

(e) Date of Cessation of Five Percent Beneficial Ownership: April 11, 2006

(1) Intel does not directly own the securities of Micron. By reason of the provisions of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Intel is deemed to own beneficially the securities of Micron that are owned beneficially by Intel Capital Corporation, a wholly-owned subsidiary of Intel. These securities of Micron consist of 33,860,045 shares of Common Stock that Intel Capital Corporation has a right to acquire within the next 60 days upon exchange or conversion (at no additional consideration) of the Stock Rights. The Stock Rights are non-voting securities.

An executive officer of Intel beneficially owns 935 shares of Micron's Common Stock acquired through several different purchases in 2005 and 2006 and held for investment.

An executive officer of Intel beneficially owns 820 shares of Micron's Common Stock which are held

for investment.

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

No change

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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 May 17, 2006.

INTEL CORPORATION

By: /s/ D Bruce Sewell
D. Bruce Sewell
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 Intel Corporation
Address: 2200 Mission College Boulevard
Santa Clara, CA 95054

Principal Chairman
Occupation:

Name, principal Intel Corporation, a manufacturer of
business and microcomputer components, modules and systems.
address of
corporation or 2200 Mission College Boulevard
other Santa Clara, CA 95054
organization in
which employment
is conducted:

Name: Ambassador Charlene Barshefsky

Business Wilmer Cutler Piker Hale and Dorr LLP
Address: 2445 M Street N.W.
Washington, D.C. 20037

Principal Senior International Partner
Occupation:

Name, principal Wilmer Cutler Piker Hale and Dorr LLP, a
business and provider of legal services.
address of
corporation or 2445 M Street N.W.
other Washington, D.C. 20037

organization in
which employment
is conducted:

Name: E. John P. Browne

Business BP p.l.c.
Address: 1 St. James's Square
London, SW1Y 4PD

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Principal Group Chief Executive
Occupation:

Name, principal BP p.l.c., an integrated oil company.
business and
address of 1 St. James's Square
corporation or London SW1Y 4PD
other
organization in
which employment
is conducted:

Citizenship: British

Name: D. James Guzy

Business Retired
Address:

Principal Retired
Occupation:

Name, principal P.O. Box 128
business and Glenbrook, NV 89413
address of
corporation or
other
organization in
which employment
is conducted:

Name: Reed E. Hundt

Business McKinsey & Company
Address: 600 14th Street N.W.
#300
Washington, D.C. 20005

Principal Senior Advisor
Occupation:

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

Name: Gordon E. Moore

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Business Intel Corporation
Address: 2200 Mission College Boulevard
Santa Clara, CA 95054

Principal Chairman Emeritus of the Board of Directors
Occupation:

Name, principal Intel Corporation, a manufacturer of
business and microcomputer components, modules and systems.
address of

corporation or 2200 Mission College Boulevard
other Santa Clara, CA 95054
organization in
which employment
is conducted:

Name: Paul S. Otellini

Business Intel Corporation
Address: 2200 Mission College Boulevard
Santa Clara, CA 95054

Principal Chief Executive Officer
Occupation:

Name, principal Intel Corporation, a manufacturer of
business and microcomputer components, modules and systems.
address of
corporation or 2200 Mission College Boulevard
other Santa Clara, CA 95054
organization in
which employment
is conducted:

Name: James D. Plummer

Business Stanford University
Address: Terman Engineering Center
Terman 214
Palo Alto, CA 94305

Principal Dean
Occupation:

Name, principal Stanford University, an educational
business and institution.
address of

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corporation or Stanford University
other Terman Engineering Center
organization in Terman 214
which employment Palo Alto, CA 94305
is conducted:

Name: David S. Pottruck

Business Red Eagle Ventures, Inc.
Address: One California Street
Suite 2630
San Francisco, CA 94111

Principal Chairman and Chief Executive Officer
Occupation:

Name, principal Red Eagle Ventures, Inc., a private equity
business and firm.
address of
corporation or One California Street
other Suite 2630
organization in San Francisco, CA 94111
which employment
is conducted:

Name: Jane E. Shaw

Business Retired from Aerogen, Inc.
Address:

Principal Retired Chairman and Chief Executive Officer
Occupation:

Name, principal c/o Intel Corporation
business and 2200 Mission College Boulevard
address of SC4-203
corporation or Santa Clara, CA 95054
other
organization in

which employment
is conducted:

Name: John L. Thornton
Business Address: 375 Park Avenue
Suite 1002
New York, NY 10152
Principal Occupation: Professor and Director of Global Leadership

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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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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, CA 95054-1549, 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, Mobility Group
Citizenship: British

Name: Robert J. Baker
Title: Senior Vice President; General Manager, Technology and Manufacturing Group

Name: Patrick P. Gelsinger
Title: Senior Vice President; General Manager, Digital Enterprise Group

Name: Arvind Sodhani
Title: Senior Vice President; President, Intel Capital

Name: Anand Chandrasekher
Title: Senior Vice President; General Manager, Sales and Marketing Group

Name: David Perlmutter
Title: Senior Vice President; General Manager, Mobility Group
Citizenship: Israel

Name: D. Bruce Sewell

Title: Senior Vice President; General Counsel

Name: Thomas M. Kilroy

Title: Vice President; General Manager, Digital
Enterprise Group