

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Amendment No. 19)

Under the Securities Exchange Act of 1934

VLSI TECHNOLOGY, INC.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

918270 10 9  
(CUSIP Number)

F. Thomas Dunlap  
Vice President, General Counsel and Secretary  
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)

October 1, 1997  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (b) (3) or (4), check the following box [ ].

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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.

(continued on following pages)

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- |     |  |                    |
|-----|--|--------------------|
| 1.  | NAME OF REPORTING PERSON   | Intel Corporation  |
|     | S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  | ABOVE 94-1672743   |
| 2.  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a) [ ]<br>(b) [ ] |
| 3.  | SEC USE ONLY   |                    |
| 4.  | SOURCE OF FUNDS  | WC                 |
| 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           |
|     | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      |                    |
| 7.  | SOLE VOTING POWER  | N/A                |
| 8.  | SHARED VOTING POWER  | N/A                |
| 9.  | SOLE DISPOSITIVE POWER   | N/A                |
| 10. | SHARED DISPOSITIVE POWER   | N/A                |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                           | -0-                |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  | [ ]                |

EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

14. TYPE OF REPORTING PERSON CO

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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.

(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.

ITEM 5. Interest in Securities of the Issuer.

(a) Number of Shares -0- shares  
Beneficially Owned:

Right to Acquire: -0- shares

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Percent of Class: 0%

(b) Sole Power to Vote, Direct the  
Vote of, Dispose of, or Direct -0- shares  
the Disposition of Shares:

(c) Recent Transactions:

On October 1, 1997, the Reporting Person sold 2,677,604 shares of the Issuer's Common Stock in open market transactions at a price of \$35.50 per share.

On October 1, 1997, European style, cash-settled put options purchased by the Reporting Person in March and April 1995, covering an aggregate of 2,677,604 shares of the Issuer's Common Stock, expired out of the money. On October 1, 1997, European style, cash-settled

call options sold by the Reporting Person in February, March and April 1995, covering an aggregate of 2,677,604 shares of the Issuer's Common Stock, were exercised by the counterparties thereto. Upon settlement, the Reporting Person will pay to each of the counterparties cash in an amount equal to the difference between \$35.50 minus the strike prices of the call options, multiplied by the number of shares covered by the call options. See Exhibit 3.1 to Amendment No. 16 of this Schedule 13D for further details regarding the put options purchased and call options sold by the Reporting Person.

- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: 10/1/97

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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 October 2, 1997.

INTEL CORPORATION

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

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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:

Name: Craig R. Barrett

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

Principal Occupation: President and Chief Operating Officer of Intel Corporation

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: The British Petroleum Company plc, 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: The British Petroleum Company plc, an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

corporation or  
other  
organization  
in which  
employment is  
conducted:

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Name: Winston H. Chen

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

Principal Occupation: Chairman of Paramitas Foundation

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

Name: Andrew S. Grove

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

Principal Occupation: Chairman of the Board of Directors and Chief  
Executive Officer of Intel Corporation

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: 1340 Arbor Road, Menlo Park, CA 94025

Principal Occupation: Chairman of The Arbor Company

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: Gordon E. Moore

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

Principal Occupation: Chairman Emeritus of the Board of Intel  
Corporation

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: Arthur Rock  
Business Address: One Maritime Plaza, Suite 1220, San Francisco, CA 94111  
Principal Occupation: Venture Capitalist

Name, principal business and address of corporation or other organization in which employment is conducted: Arthur Rock and Company, a venture capital firm.  
One Maritime Plaza, Suite 1220  
San Francisco, CA 94111

Name: Jane E. Shaw  
Business Address: c/o Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052  
Principal Occupation: Founder of The Stable Network, a biopharmaceutical consulting company

Name, principal business and address of corporation or other organization in which employment is conducted: c/o Intel Corporation  
2200 Mission College Boulevard  
Santa Clara, CA 95052

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Name: Leslie L. Vadasz  
Business Address: 2200 Mission College Boulevard, Santa Clara, CA 95052  
Principal Occupation: Senior Vice President, Director, Corporate Business Development, Intel Corporation

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 B. Yoffie  
Business Address: Harvard Business School, Soldiers Field Park 1-411, Boston, MA 92163  
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.  
Harvard Business School  
Soldiers Field Park 1-411  
Boston, MA 92163

Name: Charles E. Young  
Business Address: 405 Hilgard Avenue, Los Angeles, CA 90024  
Principal Occupation: Chancellor Emeritus

Name, principal University of California at Los Angeles, an

business and educational institution.  
address of 405 Hilgard Avenue  
corporation or Los Angeles, CA 90024  
other  
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: Frank C. Gill  
Title: Executive Vice President, General Manager, Internet and Communications Group  
Address: 5200 N.E. Elam Young Parkway, Hillsboro, OR 97124-6497

Name: Paul S. Otellini  
Title: Executive Vice President, Director, Sales and Marketing Group

Name: Gerhard H. Parker  
Title: Executive Vice President, General Manager, Technology and Manufacturing Group

Name: Ronald J. Whittier  
Title: Senior Vice President, General Manager, Content Group

Name: Albert Y. C. Yu  
Title: Senior Vice President, General Manager, Microprocessor Products Group

Name: Michael A. Aymar  
Title: Vice President, General Manager, Desktop Products Group

Name: Andy D. Bryant  
Title: Vice President and Chief Financial Officer

Name: Dennis L. Carter  
Title: Vice President, Director, Sales and Marketing Group

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

Name: Patrick P. Gelsinger  
Title: Vice President, General Manager, Desktop Products Group  
Address: 5200 N.E. Elam Young Parkway, Hillsboro, OR 97124-6497

Name: John H. F. Miner  
Title: Vice President, General Manager, Enterprise Server Group  
Address: 5200 N.E. Elam Young Parkway, Hillsboro, OR 97124-6497

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Name: Stephen P. Nachtsheim  
Title: Vice President, General Manager, Mobile/Handheld Products Group

Name: Ronald J. Smith  
Title: Vice President, General Manager, Computing Enhancement Group

Name: Arvind Sodhani  
Title: Vice President, Treasurer

Name: Michael R. Splinter  
Title: Vice President, Assistant General Manager, Technology and Manufacturing Group

