

As filed with the Securities and Exchange Commission on March 8, 1999.

Registration No. 333-59939

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO  
FORM S-3  
REGISTRATION STATEMENT  
Under

THE SECURITIES ACT OF 1933  
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INTEL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

94-1672743

(State or Other Jurisdiction of (I.R.S. Employer Identification  
Incorporation or Organization) Number)

2200 Mission College Boulevard  
Santa Clara, California 95052-8119, (408) 765-8080  
(Address, including Zip Code, and Telephone Number  
Including Area Code, of Registrant's Principal Executive Offices)

F. Thomas Dunlap, Jr., Esq.

INTEL CORPORATION

2200 Mission College Boulevard  
Santa Clara, California 95052-8119, (408) 765-8080  
(Name, Address, including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

Copy to:

Kenneth R. Lamb, Esq.

Lisa A. Fontenot, Esq.

Gibson, Dunn & Crutcher LLP

One Montgomery Street

San Francisco, California 94104

(415) 393-8200

Approximate Date of Commencement of Proposed Sale to the Public:

From time to time after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

DEREGISTRATION OF SECURITIES

The purpose of this Post-Effective Amendment No. 2 (this "Amendment") to the Registration Statement on Form S-3 (Registration No. 333-59939) (the "Registration Statement") of Intel Corporation, a Delaware corporation, is to deregister \$80,290,000 principal amount of the Puerto Rico Industrial, Tourist, Educational, Medical and Environmental Control Facilities Financing Authority Adjustable Rate Industrial Revenue Bonds, 1983 Series A and B (Intel Corporation Project), which principal amount constitutes those securities registered pursuant to the Registration Statement but not remarketed as of the date this Amendment is filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on the 5th day of March, 1999.

INTEL CORPORATION

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

NAME	TITLE	DATE
* Gordon E. Moore	Chairman Emeritus, Director	Mar. 5, 1999
* Andrew S. Grove	Chairman of the Board, Director	Mar. 5, 1999
* Craig R. Barrett	Director, President and Chief Executive Officer (Principal Executive Officer)	Mar. 5, 1999
* John P. Browne	Director	Mar. 5, 1999
* Winston H. Chen	Director	Mar. 5, 1999
* D. James Guzy	Director	Mar. 5, 1999
* Arthur Rock	Director	Mar. 5, 1999
* Jane E. Shaw	Director	Mar. 5, 1999
* Leslie L. Vadasz	Director	Mar. 5, 1999
* David B. Yoffie	Director	Mar. 5, 1999
* Charles E. Young	Director	Mar. 5, 1999
* Andy D. Bryant	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	Mar. 5, 1999

\*By: /s/F. Thomas Dunlap, Jr.  
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F. Thomas Dunlap, Jr.  
Attorney-in-Fact

March 8, 1999

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: Intel Corporation/Post-Effective Amendment No. 2 to Form S-3  
Registration Statement

Ladies and Gentlemen:

Intel Corporation (the "Company") hereby submits for filing in electronic form the Company's Post-Effective Amendment No. 2 (the "Amendment") to the Registration Statement on Form S-3 (Registration No. 333-59939) pursuant to Rule 415 of the Securities Act of 1933, as amended, relating to \$110,000,000 aggregate principal amount Puerto Rico Industrial, Tourist, Educational, Medical and Environmental Control Facilities Financing Authority ("AFICA") Adjustable Rate Industrial Revenue Bonds, 1983 Series A and B (Intel Corporation Project) (the "Bonds").

The Amendment deregisters the principal amount of Bonds covered by the Registration Statement on Form S-3 which were not tendered for redemption pursuant to the terms of the Bonds and remarketed.

In addition, we request that effectiveness of this Amendment be accelerated to 9:00 a.m. (Washington, D.C. time) on March 10, 1999, or as soon thereafter as practicable.

If you have any questions about this filing, please contact me at (408) 765-9771.

Please provide us in due course with an acceptance notice for this filing and this request for acceleration.

Very truly yours,

/s/Patrice C. Scatena  
Senior Attorney

Enclosures

cc: Lisa A. Fontenot, Esq.  
Kenneth R. Lamb, Esq.