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INTEL CORP
Form SC 13D/A
August 28, 2001

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. 4)

VTEL CORPORATION
(Name of Issuer)

Common Stock
(Title of Class of Securities)

918333-10-5
(CUSIP Number)

F. Thomas Dunlap
Senior 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)

August 7, 2001
(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 [].

*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.

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1. NAME OF REPORTING PERSON

Intel
Corporation

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S.S. OR 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** 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
- 7. SOLE VOTING POWER -0-
- 8. SHARED VOTING POWER N/A
- 9. SOLE DISPOSITIVE POWER -0-
- 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) 0.00%
- 14. TYPE OF REPORTING PERSON CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 4 amends and supplements Items 1 and 5 of the statement on Schedule 13D (the "13D"), and the cover page thereto, filed November 2, 1993 (the "13D"), as amended by Amendment No. 1 filed on September 22, 1995, Amendment No. 2 filed on February 1, 1996, and Amendment No. 3 filed on May 23, 1997 by Intel Corporation (the "Reporting Person"), with respect to the common stock (the "Common Stock") of VTEL Corporation ("VTEL" or the "Issuer"). This Amendment No. 4 is made to report the sale of all of Intel's shares of VTEL 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

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(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, except as otherwise indicated on Appendix A.

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ITEM 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 0 shares

Right to Acquire: 0 shares

Percent of Class: 0.00%

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

(c) Recent Transactions:

On or about July 23, 2001 the Reporting person sold 28,047 shares of Common Stock in an open market transaction at \$1.12 per share; On or about July 24, 2001 the Reporting person sold 30,000 shares of Common Stock in an open market transaction at \$1.0633 per share; On or about July 25, 2001 the Reporting person sold 60,000 shares of Common Stock in an open market transaction at \$1.00 per share; On or about

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July 26, 2001 the Reporting person sold 20,000 shares of Common Stock in an open market transaction at \$1.00 per share; On or about July 27, 2001 the Reporting person sold 13,000 shares of Common Stock in an open market transaction at \$1.00 per share; On or about July 30, 2001 the Reporting person sold 25,000 shares of Common Stock in an open market transaction at \$1.00 per share; On or about July 31, 2001 the Reporting person sold 20,000 shares of Common Stock in an open market transaction at \$1.00 per share; On or about August 1, 2001 the Reporting person sold 20,000 shares of Common Stock in an open market transaction at \$1.00 per share. On or about August 2, 2001 the Reporting person sold 10,000 shares of Common Stock in an open market transaction at \$1.00 per share. On or about August 3, 2001 the Reporting person sold 15,000 shares of Common Stock in an open market transaction at \$1.00 per share. On or about August 6, 2001 the Reporting person sold 25,000 shares of Common Stock in an open market transaction at \$0.97 per share. On or about August 7, 2001 the Reporting person sold 10,000 shares of Common Stock in an open market transaction at \$0.96 per share. On or about August 8, 2001 the Reporting person sold 70,000 shares of Common Stock in an open market transaction at \$0.9179 per share. On or about August 10, 2001 the Reporting person sold 10,000 shares of Common Stock in an open market transaction at \$0.90 per share. On or about August 13, 2001 the Reporting person sold 1,156,854 shares of Common Stock in an open market transaction at \$0.90 per share.

- (d) Rights with Respect to Dividends or Sales
Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial
Ownership: August 13, 2001

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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: August 21, 2001.

INTEL CORPORATION

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

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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. 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: President and Chief Executive 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: John Browne

Business Address: BP Amoco 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 Amoco 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,

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Address: 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 charitable 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

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Name: Reed E. Hundt

Business Address: Charles Ross Partners LLC, 1909 K Street NW, Suite 820, Washington, DC 20006

Principal Occupation: Principal Partner

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Name, principal business and address of corporation or other organization in which employment is conducted: Charles Ross Partners LLC, a law firm.
1909 K Street NW, Suite 820
Washington, DC 20006

Name: David S. Pottruck

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

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a financial services provider
101 Montgomery Street
San Francisco, CA 94104

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

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Name: Leslie L. Vadasz

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

Principal Occupation: Executive Vice President; President, Intel Capital

Name, principal business and address of: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard

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corporation or Santa Clara, CA 95052
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:

Name: Charles E. Young

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

Principal President of the University of Florida
Occupation:

Name, principal University of Florida
business and 226 Tigert Hall
address of P.O. Box 113150
corporation or Gainesville, FL 32610
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: 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

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Name: Paul S. Otellini
Title: Executive Vice President; General Manager, Intel
Architecture Business Group

Name: Michael R. Splinter
Title: Executive Vice President; General Manager, Sales and
Marketing Group

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

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

Name: Arvind Sodhani
Title: Vice President, Treasurer