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INTEL CORP  
Form SC 13D/A  
November 13, 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. 1) \*

WILLIAMS COMMUNICATIONS GROUP, INC.

-----  
(Name of Issuer)

Class A Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

969455104

-----  
(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 17, 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 (however, see the Notes).

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1. NAME OF REPORTING PERSON Intel Corporation  
 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-  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER -0-

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER -0-

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) 0.0%

14. TYPE OF REPORTING PERSON CO

\*\*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The beneficial ownership of the Reporting Person fell below 5% on April 23, 2001, upon an increase in the amount of Issuer's outstanding Class A Common Stock (the "Common Stock"). The event date set forth above reflects the date on which the Reporting Person first effected a sales transaction after April 23, 2001.

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Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on October 15, 1999, with respect to the Common Stock (the "Common Stock") of Williams Communications Group Inc. ("Williams" or the "Issuer").

ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation. Attached hereto as Appendix A is information required by this Item 2 with

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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.

(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

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ITEM 5. Interest in Securities of the Issuer.

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

Percent of Class: 0.0% of the Issuer 's outstanding Common Stock (based upon 490,668,352 shares of Common Stock outstanding, as reported by the Issuer in its Form 10-Q for the quarter ended June 30, 2001).

(b) Sole Power to Vote, Direct the Vote of, Dispose of, or Direct the Disposition of Shares: 2,687,493 shares.

(c) Recent Transactions:

On August 17, 2001, the Reporting Person sold 129,000 shares of Common Stock in an open-

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market transaction for cash at an average price of \$2.00 per share.

- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: April 23, 2001 The amount of Issuer's outstanding Class A Common Stock increased on April 23, 2001. This increase caused the beneficial ownership of the Reporting Person to fall below 5%.

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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 November 8, 2001

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.

-----  
F. Thomas Dunlap, Jr.  
Senior 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. 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 Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

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is conducted:

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, 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

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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: 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 securities brokerage firm  
101 Montgomery Street  
San Francisco, CA 94104

Name: Jane E. Shaw  
Business Address: AeroGen, Inc., 1310 Orleans Drive, Sunnyvale,

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Address: 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 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, 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

Name: Charles E. Young

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

Principal Occupation: President of the University of Florida

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Occupation:

Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida  
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 Communications Group  
Citizenship:    British

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

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

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

Name:            Ronald J. Smith  
Title:            Senior Vice President; General Manager, Wireless Communications and Computing Group

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

Name:            Arvind Sodhani  
Title:            Vice President, Treasurer