

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(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(1)
(Amendment No. 2)*

MICRON TECHNOLOGY, INC.
(Name of Issuer)

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

595112-10-3
(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)

May 12, 2000
(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 (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 in 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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CUSIP No. 595112-10-3 Schedule 13D Page 2 of 11

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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) <input type="checkbox"/>
(b) <input type="checkbox"/> |
| 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) | <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION: | DELAWARE |
| | 7. SOLE VOTING POWER: | 25,476,254(1) |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH | 8. SHARED VOTING POWER: | N/A |
| | 9. SOLE DISPOSITIVE POWER: | 25,476,254(1) |
| | 10. SHARED DISPOSITIVE POWER: | N/A |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH | 25,476,254(1) |

REPORTING PERSON:

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES**

[]

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

4.6%

14. TYPE OF REPORTING PERSON:

CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on October 27, 1998, as previously amended, with respect to the Common Stock of Micron Technologies, Inc. ("Micron" or "Issuer").

ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation (the "Reporting Person")

(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, except as otherwise indicated on Appendix A.

ITEM 4. Purpose of the Transaction.

The Reporting Person presently holds the Securities as an investment. Depending upon the Reporting Person's evaluation of market conditions, market price, alternative investment opportunities, liquidity needs and other factors, the Reporting Person will from time to time explore opportunities for liquidating all or a portion of the Securities, through one or more sales pursuant to public or private offerings or otherwise. The Reporting Person may determine to retain some portion of the Securities as an investment.

ITEM 5. Interest in Securities of the Issuer.

- | | | |
|-----|---|---|
| (a) | Number of Shares
Beneficially Owned: | 25,476,254(1) |
| | Right to Acquire: | N/A |
| | Percent of Class: | 4.6% of the
Issuer's
outstanding Common
Stock (based upon
554,824,850 shares
of Common Stock
outstanding(1), as
reported by the
Issuer in its Form
10-Q for the
quarter ended
March 2, 2000 and
assuming the
conversion of
31,620,554 shares
of Class A Common
Stock issued to
the Reporting
Person pursuant to
the Securities
Purchase Agreement
between the Issuer
and the Reporting
Person dated
October 15, 1998,
previously filed). |
| (b) | Sole Power to Vote, Direct
the Vote of, or Dispose of
Shares: | 25,476,254(1) |

(1) The Reporting Person owns Class A Common Stock that automatically converts into Common Stock upon sale or transfer except for certain sales or transfers specified in the Issuer's Certificate of Amendment of the Certificate of Incorporation. The Reporting Person may also earlier convert at its option. All share amounts reported have been adjusted for the 2:1 stock split effective May 1, 2000 as reported by the Issuer in Form 10Q for the quarter ended March 2, 2000.

- | | | |
|-----|---|--|
| (c) | Recent Transactions: | On May 12, 2000 the Reporting Person sold in multiple transactions between May 4, 2000 and May 12, 2000, an aggregate of 6,144,300 shares of Common Stock. All shares were sold pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended. |
| (d) | Rights with Respect to Dividends or Sales Proceeds: | N/A |
| (e) | Date of Cessation of Five Percent Beneficial Ownership: | May 12, 2000 |

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 15, 2000.

INTEL CORPORATION

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

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

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

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

Name: D. James Guzy

Business Address: 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: Arbor Company, a limited partnership engaged
in the electronics and computer industry.
1340 Arbor Road
Menlo Park, CA 94025

Name: Gordon E. Moore

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

Principal Occupation: Chairman Emeritus 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: 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 private company specializing in controlled delivery of drugs to the lungs 1310 Orleans Drive Sunnyvale, CA 94089

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: Interim President of the University of Florida

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

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:	Paul S. Otellini
Title:	Executive Vice President; General Manager, Intel Architecture Business Group
Name:	Gerhard H. Parker
Title:	Executive Vice President; General Manager, New Business Group
Name:	Andy D. Bryant
Title:	Senior Vice President, Chief Financial and Enterprise Services Officer
Name:	Sean M. Maloney
Title:	Senior Vice President; Director, Sales and Marketing Group
Name:	Michael R. Splinter
Title:	Senior Vice President; General Manager, Technology and Manufacturing Group
Name:	Albert Y. C. Yu
Title:	Senior Vice President; General Manager, Microprocessor Products Group
Name:	F. Thomas Dunlap, Jr.
Title:	Vice President, General Counsel and Secretary
Name:	Arvind Sodhani
Title:	Vice President, Treasurer