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RADISYS CORP
Form SC 13D/A
August 02, 2002

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(a)

(Amendment No. 5) *

RADISYS CORPORATION

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

750459 10 9

(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)

July 31, 2002

(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 94-1672743
ABOVE PERSON
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) []
A GROUP** (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 7. SOLE VOTING POWER 968,530
SHARES
- BENEFICIALLY 8. SHARED VOTING POWER -0-
OWNED BY
- EACH 9. SOLE DISPOSITIVE POWER 968,530
REPORTING
- PERSON WITH 10. SHARED DISPOSITIVE POWER -0-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY 968,530
EACH REPORTING PERSON
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW []
(11) EXCLUDES CERTAIN SHARES**
13. PERCENT OF CLASS REPRESENTED BY AMOUNT 5.55%
IN ROW (11)
14. TYPE OF REPORTING PERSON CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

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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 May 9, 1996, as previously amended, with respect to the Common Stock (the "Common Stock") of Radisys Corporation. ("Radisys" or the "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

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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.

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Item 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 968,530 shares

Percent of Class: 5.55% of the Issuer's outstanding Common Stock (based upon 17,459,036 shares of Common Stock outstanding, as reported by the Issuer in its Form 10-Q for the quarter ended March 31, 2002).

(b) Sole Power to Vote, Dispose of or Direct the Vote or Disposition of Shares: 968,530 shares

(c) Recent Transactions:

On May 6, 2002 the Reporting Person sold 31,000 shares of Common Stock at an average price of \$15.36 per share.

On May 7, 2002 the Reporting Person sold 24,000 shares of Common Stock at an average price of

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\$13.57 per share.

On May 9, 2002 the Reporting Person sold 500 shares of Common Stock at an average price of \$14.00 per share.

On May 14, 2002 the Reporting Person sold 20,000 shares of Common Stock at an average price of \$13.90 per share.

On May 15, 2002 the Reporting Person sold 3,100 shares of Common Stock at an average price of \$13.78 per share.

Between May 23, 2002 and May 29, 2002 the Reporting Person sold in multiple transactions an aggregate of 52,000 shares of Common Stock at an average price of \$13.00 per share.

On May 30, 2002 the Reporting Person sold 10,000 shares of Common Stock at an average price of \$12.95 per share.

On May 31, 2002 the Reporting Person sold 20,000 shares of Common Stock at an average price of \$13.01 per share.

On June 4, 2002 the Reporting Person sold 10,000 shares of Common Stock at an average price of \$12.95 per share.

On June 5, 2002 the Reporting Person sold 3,399 shares of Common Stock at an average price of \$13.34 per share.

On July 31, 2002 the Reporting Person sold 7,500 shares of Common Stock at an average price of \$9.47 per share.

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

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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 August 1, 2002

INTEL CORPORATION

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

F. Thomas Dunlap, Jr.

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

Principal President and Chief Executive Officer
Occupation:

Name, principal Intel Corporation, a manufacturer of
business and microcomputer components, modules and systems.
address of 2200 Mission College Boulevard
corporation or Santa Clara, CA 95052
other
organization in
which employment
is conducted:

Name: John Browne

Business BP p.l.c., Britannic House, 1 Finsbury Circus,
Address: London EC2M 7BA

Principal Group Chief Executive
Occupation:

Name, principal BP p.l.c., an integrated oil company.
business and Britannic House, 1 Finsbury Circus
address of London EC2M 7BA
corporation or
other
organization in
which employment
is conducted:

Citizenship: British

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Name: Winston H. Chen

Business 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 private 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: McKinsey & Company, 600 14th Street NW, #300,
Washington, DC 20005

Principal
Occupation: Senior Advisor

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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: Paul S. Otellini

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

Principal Occupation: President and Chief Operating 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: 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

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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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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
Occupation:

Name, principal University of Florida, an educational
business and institution
address of 226 Tigert Hall
corporation or P.O. Box 113150
other Gainesville, FL 32610
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
Citizenship: British

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

Name: Sunlin Chou
Title: Senior Vice President; General Manager, Technology and Manufacturing 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