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BARRETT CRAIG R Form 4 January 24, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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					ne and Ticl RPORATI		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)				of Reporting Person, if an entity (voluntary)				tatement for nth/Day/Year 2 /03	X Director 10% Owner X Officer (give title below) Other (specify below) CHIEF EXECUTIVE OFFICER		
(Street) SANTA CLARA, CA 95052								Amendment, e of Original onth/Day/Year)	 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One 		
									Reporting Per		
(City)		Zip)	4	able				irities Acquired, Dispo			
1. Title of		2A. Deemed	3. Trans		 Securitie 			5. Amount of	6. Owner-	7. Nature of	
Security	action	Execution		action Code (A) or Disposed o		of (D)	Securities	ship Form:	Indirect		
(Instr. 3)		Date,	(Instr. 8)	(Instr. 3, 4	& 5)		Beneficially	Direct (D)	Beneficial	
	(Month/ Day/	2	Code	V	Amount	(A)	Price	Owned Follow-		(I) Ownership	
	Year)	(Month/Day/				or		ing Reported	(Instr. 4)	(Instr. 4)	
		Year)				(D)		Transactions(s)			
								(Instr. 3 & 4)			
COMMON								2,732,4	32 D		
COMMON								3,0	03 I	(1)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.	11. Nat
Derivative	sion or	Trans-	Deemed	Trans-	of	and Expiration	of Underlying	Derivative	Derivative	Owner-	of Indir
Security	Exercise	action	Execution	action	Derivative	Date	Securities	Security	Securities	ship	Benefic
	Price of	Date	Date,	Code	Securities	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Owners

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` ,			if any (Month/ Day/ Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, & 5)	d of	Year)				Ownedof Deriv- ative(Ir ativeFollowingativeReportedSecurity:Transaction(s)Direct(Instr. 4)(D) orIndirect	(Instr. 4
				Code V			Exer-cisable	Expira- tion Date		Amount or Number of Shares	(I) (Instr. 4)	
Employee Stock Option (right to buy)	\$16.42	2 1/22/03		A	250,000		1/22/09	1/22/13	COM.STK		D	
Employee Stock Option (right to buy)	\$16.42	2 1/22/03		Α	250,000		1/22/10	1/22/13	COM.STK	250,000	D	
Employee Stock Option (right to buy)	\$16.42	2 1/22/03		A	250,000		1/22/11	1/22/13	COM.STK	250,000	D	
Employee Stock Option (right to buy)	\$16.42	2 1/22/03		A	250,000		1/22/12	1/22/13	COM.STK	250,000	6,004,696 D	

Explanation of Responses:

(1) BY EMPLOYEE BENEFIT PLAN TRUST.

By: /s/ CRAIG R. BARRETT

<u>1/24/03</u>

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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