

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

For the month of October 2002

STMicroelectronics N.V.

(Translation of registrant's name into English)

39, Chemin du Champ-des-Filles,
1228 Plan-les-Ouates, Geneva, Switzerland

(Address of principal executive offices)

[Indicate by check mark whether the registrant files or will file
annual reports under cover of Form 20-F or Form 40-F]

Form 20-F Form 40-F
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[Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the information to
the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of
1934]

Yes No
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[If "Yes" is marked, indicate below the file number assigned to the
Registrant in connection with Rule 12g3-2(b): 82-_____]

Enclosures:

(i) A press release dated October 16, 2002 announcing STMicroelectronics'
comments on media reports, and (ii) a notice of conference call for October 23,
2002 at 2:00 p.m. (London time) to discuss operating performance for the third
quarter 2002.

[STMicroelectronics Logo]

NOTICE OF CONFERENCE CALL

FOR

STMicroelectronics
Paris Bourse/Milan Bourse/NYSE

Wednesday, October 23, 2002
2:00 p.m. (London Time)

The Company will release earnings after 09:00 p.m. (London Time) on Tuesday
October 22, 2002

Management of STMicroelectronics will conduct a conference call with analysts
and institutional investors to discuss operating performance for the third
quarter 2002.

From Europe, the direct dial-in number is +44-(0)-1452-560-068 (from the U.S.A.
please dial +1-706-643-7419). We suggest you call twenty minutes prior to the
scheduled start time to ensure yourself enough time to be connected.

If you are unable to participate in the conference call, a replay will be
available. To access the replay, please dial +44-(0)-1452-550-000 (passcode:
6149976) from two hours after the end of the call until the end of November 1,
2002.

A broadcast of the conference call will be available live on the Internet until
November 01, 2002 at:

www.vcall.com

For further information, please contact Jean-Benoit Roquette
Tel: 33 1 47 03 68 10 or Email: jean-benoit.roquette@fd.com

[STMicroelectronics Logo]

PRESS RELEASE
COMMUNIQUE DE PRESSE
COMUNICATO STAMPA
PRESSEINFORMATION

PR No. C1254H

STMicroelectronics Comments on Today's Media Reports

Geneva, October 16, 2002 - With reference to reports appearing in the international media today, STMicroelectronics (NYSE:STM) strongly denies any ongoing discussions with Motorola concerning the possible acquisition or merger of their semiconductor activities.

About STMicroelectronics

STMicroelectronics, the world's third largest semiconductor company, is a global leader in developing and delivering semiconductor solutions across the spectrum of microelectronics applications. An unrivalled combination of silicon and system expertise, manufacturing strength, Intellectual Property (IP) portfolio and strategic partners positions the Company at the forefront of System-on-Chip (SoC) technology and its products play a key role in enabling today's convergence markets. The Company's shares are traded on the New York Stock Exchange, on Euronext Paris and on the Milan Stock Exchange. In 2001, the Company's net revenues were \$6.36 billion and net earnings were \$257.1 million. Further information on ST can be found at www.st.com.

For further information please contact:

Media Relations

STMicroelectronics
Maria Grazia Prestini
Director, Corporate Media Relations
Tel: +41.22.929.6945

Financial Dynamics
Lorie Lichtlen
Paris Tel: +33.1.47.03.68.10

Investor Relations

STMicroelectronics
Benoit de Leusse
Investor Relations Manager, Europe
Tel: +33.4.50.40.24.30

Financial Dynamics
Nicole Curtin/Jean-Benoit Roquette
Paris Tel: +33.1.47.03.68.10

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, STMicroelectronics N.V. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 16, 2002

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

Name: Pasquale Pistorio
Title: President and Chief
Executive Officer