

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 March 2002

STMicroelectronics N.V.

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(Translation of registrant's name into English)

Route de Pre-Bois, ICC Bloc A, 1215 Geneva 15, Switzerland

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(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:

A press release dated March 4, 2002 announcing the main resolutions to be  
presented for shareholders' approval at the Annual General Meeting of March 27,  
2002 in Amsterdam.

PRESS RELEASE

COMMUNIQUE DE PRESSE

COMUNICATOSTAMPA

PRESSEINFORMATION

PR No. C1163H

STMicroelectronics Reports on Main Resolutions  
to be Proposed at Annual Meeting

Geneva, March 4, 2002 - STMicroelectronics (NYSE: STM) announced that the  
following main resolutions will be presented for shareholders' approval at the  
Company's Annual General Meeting, which will be held on Wednesday, March 27,  
2002, in Amsterdam.

These resolutions include:

- Distribution of a Cash Dividend  
The Company will propose the distribution of a cash dividend of \$0.04 per  
share, consistent with last year's cash dividend payment.  
The record and payment dates will be announced following the Annual General  
Meeting.
- Reappointment of Mr. Pasquale Pistorio for a 3-year term as the Company's  
President and Chief Executive Officer.
- Reappointment of current Supervisory Board Members for a 3-year term.
- Renewal of Pricewaterhousecoopers' mandate as auditors for a 3-year term.

All 3-year terms shall end on the date of the Annual General Meeting in 2005.

All proxy and related shareholder materials will be made available by the morning of March 5, 2002, on the Company's website: [www.st.com](http://www.st.com)

#### About STMicroelectronics

STMicroelectronics, the world's third largest independent 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](http://www.st.com).

For further information, please contact:

STMicroelectronics

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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: March 6, 2002

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

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Name: Pasquale Pistorio  
Title: President and Chief  
Executive Officer