

FORM 6-K

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 September 2001

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:

Press Release dated September 24, 2001 announcing STMicroelectronics'  
plans to initiate a stock repurchase program.

[STMicroelectronics Logo]

PRESS RELEASE  
COMMUNIQUE DE PRESSE  
COMMUNICATO STAMPA  
PRESSEINFORMATION

STMicroelectronics to Initiate Stock Repurchase Program

Geneva, September 24, 2001 - STMicroelectronics (NYSE: STM) announced today that  
it plans to buy back up to 5 million shares of its outstanding common stock. The  
repurchased shares will be allocated to fund the Company's most recent employee  
stock option plan, which was approved at its Annual General Meeting on April  
25th 2001.

The implementation of the share purchase program, which is expected to begin  
immediately, has been entrusted to a financial institution which will at all  
times act independently from the Company. Share purchases may be made from time  
to time, on the open market, through block trades or otherwise, depending on  
market conditions or other factors. The repurchase program may be suspended at  
any time or from time to time, without prior notice.

Initiating its first stock repurchase program, the Company cited management's  
confidence in ST's fundamental strength and its continued commitment to building  
shareholder value.

About STMicroelectronics

STMicroelectronics is the world's third largest independent semiconductor  
company. The Company shares are traded on the New York Stock Exchange, on  
Euronext Paris and on the Milan Stock Exchange. The Company designs, develops,  
manufactures and markets a broad range of semiconductor integrated circuits

(ICs) and discrete devices used in a wide variety of microelectronic applications, including telecommunications systems, computer systems, consumer products, automotive products and industrial automation and control systems. In 2000, the Company's net revenues were \$7,813.2 million and net earnings were \$1,452.1 million. Further information on ST can be found at [www.st.com](http://www.st.com).

For further information, please contact:

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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: September 24, 2001

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

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Name: Pasquale Pistorio  
Title: President and Chief  
Executive Officer