

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 or 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated March 7, 2006

STMicroelectronics N.V.  
(Name of Registrant)

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

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

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with  
Rule 12g3-2(b): 82- \_\_\_\_\_

Enclosure: A press released dated February 28, 2006 announcing that STMicroelectronics N.V. announced plans for its Inaugural Senior Unsecured Bond offering in the range of Euro 500 million in the Euro Debt Capital Market.

PR No. C2504C

**STMicroelectronics N.V. Announces Plans for its Inaugural  
Senior Unsecured Eurobond**

**Geneva, February 28, 2006** — STMicroelectronics N.V. (NYSE:STM) today announced plans for its Inaugural Senior Unsecured Bond offering in the range of Euro 500 million in the Euro Debt Capital Market. The deal will be launched in the near future, subject to market conditions, after a pan-European roadshow starting on March 6th.

The offering will complement the recent placement by STMicroelectronics N.V. of US\$927 million of Zero Coupon Senior Convertible Bonds due 2016 as part of the refinancing strategy of its existing Zero Coupon Senior Convertible Bonds due 2013, which are potentially redeemable by the holders on August 5, 2006. To

the extent that ST does not use the proceeds for the repayment of amounts due under the 2013 Bonds or for repurchases of the 2013 Bonds, ST will use the proceeds for general corporate purposes. In the interim, ST expects to invest the net proceeds of this offering in short-term, income-producing investments.

The Bonds will be issued by STMicroelectronics Finance B.V and guaranteed by its parent company STMicroelectronics N.V. whose current ratings are A3 Negative Outlook by Moody's and A- Stable Outlook by Standard & Poor's. Application will be made to list the Bonds on the Luxembourg Stock Exchange.

## Other information

This announcement does not constitute or form part of an offer to sell or solicitation of an offer to purchase or subscribe for securities in the United States or any other jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold, directly or indirectly, in the United States or to or for the benefit of U.S. persons, absent registration or pursuant to an applicable exemption from the registration requirements of the Securities Act. No public offering of securities is being made in the United States.

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This announcement does not constitute or form part of an offer or solicitation of an offer to purchase or subscribe for securities in the Republic of France. The Bonds may not and will not be offered or sold to the public in Republic of France except to qualified investors ("*investisseurs qualifiés*"), to a restricted circle of investors ("*cercle restreint d'investisseur*") or to people providing portfolio management services for third party accounts ("*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*") in each case acting for their own account, as defined in and in accordance with Articles L.411-1, L.411-2, D.411-1 and D.411-2 of the French Code *monétaire et financier*.

This announcement does not constitute or form part of a public offer or solicitation of a public offer to purchase or subscribe for securities in the Republic of Italy. Any offer, sale or delivery of the Bonds in the territory of the Republic of Italy shall only be directed to "Professional Investors", as defined in Article 31, second paragraph of CONSOB Regulation No. 11522 of 2nd July, 1998 ("Regulation No. 11522"), as amended, pursuant to Article 30, second paragraph and Article 100 of Legislative Decree No. 58 of 24th February, 1998 ("Decree No. 58") or in any other circumstances where an express exemption from compliance with the solicitation restrictions provided for under Decree No. 58 or Regulation No. 11971 of 14th May, 1999, as amended, applies. The Bonds cannot be offered, sold or delivered to physical persons even if they qualify as Professional Investors, according to the above-referenced definition.

This announcement is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of the Bonds and may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This document is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

No action has been taken or will be taken in any member state of the European Economic Area that as at the date of this prospectus has implemented the Prospectus Directive (each a "Relevant Member State") to permit an offer to the public of the Bonds. Accordingly, subject to compliance with other restrictions in certain Relevant Member States as set forth in this prospectus, the Bonds may only be offered in Relevant Member States to (i) legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities; (ii) any legal entity which has two or more of (i) an average of at least 250 employees during the financial year; (ii) a total balance sheet of more than €43,000,000 and (iii) an annual net turnover of more than €50,000,000 as shown in the last annual or consolidated accounts; or (iii) a natural person who has expressly requested pursuant to Article 2(1)(e)(iv) of the Prospectus Directive (and any relevant measures in a Relevant Member State) to be considered as a qualified investor and which have satisfied at least two of the criteria set out in Article 2(2) of the Prospectus Directive (and any requirements of any relevant implementing measures in a Relevant Member State), provided that any such legal entity (a "Permitted Investor") is acquiring such Bonds (i) for its own account and not with a view to the Bonds being resold or placed within any Relevant Member State other than to other Permitted Investors, (ii) for the account of other Permitted Investors, or (iii) for the account of other persons or entities for whom it makes investment decisions on a wholly discretionary basis.

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## About STMicroelectronics

STMicroelectronics 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. Further information on ST can be found at <http://www.st.com>.

### **For further information, please contact:**

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**SIGNATURES**

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.

**STMicroelectronics N.V.**

Date: March 7, 2006

By: /s/ CARLO FERRO

Name: Carlo Ferro  
Title: Executive Vice President and Chief Financial Officer