

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 November 2000

STMicroelectronics N.V.

(Translation of registrant's name into English)

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

Enclosure:

A press release dated November 3, 2000 announcing STMicroelectronics'
plans to offer Senior Zero Coupon Convertible Bonds.

[GRAPHIC OMITTED]

STMicroelectronics N.V. Announces Plans to Offer Senior Zero
Coupon Convertible Bonds

Geneva, November 3, 2000 - STMicroelectronics N.V. (NYSE:STM) today announced
that it is raising up to approximately US\$1.4 billion Senior Zero Coupon
Convertible Bonds due 2010 (the "Bonds") in the international capital markets.

Summary Terms of the Bonds

The Bonds will constitute direct, unsubordinated and unsecured obligations of
ST, will carry a zero coupon and will be issued at a discount to nominal value
to give a yield to maturity of 3.75% to 4.25% on a semi-annual basis.

STMicroelectronics has granted the underwriters an option to increase the issue
size by up to 15% for a period of up to 30 days from settlement. Assuming full
exercise of this option, proceeds from the offering will be approximately US\$1.4
billion.

The holder of each Bond will be entitled to convert such Bond into ordinary
shares of ST until 2010. The total amount of such shares will correspond to a
maximum of 20 million underlying ordinary shares of ST. The conversion price
will be fixed at a premium of approximately 45% above the prevailing market
price of ordinary shares of ST when the issue is priced.

Unless previously converted or redeemed, the Bonds will mature on or about

November 16, 2010. ST may redeem the Bonds at their issue price plus accrued interest at any time from on or about November 16, 2003 until on or about November 15, 2005, subject to ST's share price exceeding 130% of the accrued conversion price. After such date, ST may redeem the Bonds, in whole or in part, at their issue price plus accrued interest. Investors may require ST to redeem the Bonds on or about January 16, 2005 at the issue price plus accrued interest.

Application will be made to list the Bonds on the ParisBourse.

The issue has been given a rating by Moody's of A3 and by Standard & Poor's of A-.

Other Information

Unlike the offerings that were conducted in the past two years, there will not be a concurrent offering of ordinary shares by either ST or its principal shareholder.

The Bonds have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent an applicable exemption from registration requirements.

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About STMicroelectronics

STMicroelectronics (formerly SGS-THOMSON Microelectronics) is a global independent semiconductor company, whose shares are traded on the New York Stock Exchange, on the ParisBourse 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. Further information on ST can be found at www.st.com.

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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: November 3, 2000

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

Name: Pasquale Pistorio
Title: President and Chief
Executive Officer