

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 2001

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 March 22, 2001 announcing the main resolutions to
be proposed at STMicroelectronics' Annual Shareholders' Meeting.

[STMICROELECTRONICS LOGO]

PRESS RELEASE COMMUNIQUE DE PRESSE COMUNICATO STAMPA PRESSEINFORMATION

PR No. C1003H

STMicroelectronics Announces Main Resolutions to be Proposed
at Annual Shareholders' Meeting

Geneva, March 22, 2001 - STMicroelectronics (NYSE: STM) today announced the
following main resolutions to be presented to shareholders for approval at the
Company's Annual General Meeting, which has been set for Wednesday, April 25,
2001, in Amsterdam.

These resolutions concern:

- - Distribution of a Cash Dividend

The Company will propose a resolution concerning the distribution of a cash
dividend of \$0.04 per share, an increase of 33% over last year's cash dividend
payment, after adjustment for the 3-for-1 stock split effected on May 5, 2000.
The dividend would be payable on May 11, 2001, to shareholders of record on
April 27, 2001.

- - Appointment of Additional Supervisory Board Member

The Company will propose the addition of Mr. Doug Dunn to the supervisory board.
Mr. Dunn is the CEO of ASM Lithography. Prior to his position at ASM Lithography
Mr. Dunn was a Divisional Chairman at Royal Philips Electronics and from 1969

to 1980 Mr. Dunn held numerous positions at Motorola. Mr. Dunn is currently on the boards of ASM Lithography and ARM Holdings PLC.

- - Creation of New Five-Year Management and Selected Employee Stock Option Plan

The Company will propose for approval a new five-year stock option plan for directors, managers and selected employees, following the expiration of the previous five-year Stock Option Plan. The total option plan will include up to a maximum of 60 million ordinary shares. As of December 31 2000, the Company had 942.4 million shares outstanding.

All Proxy and pertinent shareholder materials will be made available by the end of March on the Company Website at www.st.com.

[STMICROELECTRONICS LOGO]

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. 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.

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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 22, 2001

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

Name: Pasquale Pistorio
Title: President and Chief
Executive Officer