

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 July 2002

STMicroelectronics N.V.

(Translation of registrant's name into English)

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
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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 June 26, 2002 announcing the completion of the sale of the
Microelectronics activities of Alcatel to STMicroelectronics.

[STMicroelectronics LOGO]

[Alcatel LOGO]

Alcatel completes sale of its Microelectronics
business to STMicroelectronics

The Euro 390 million cash transaction includes a partnership for joint DSL
chip-set development programs

Geneva and Paris, June 26, 2002 - STMicroelectronics (NYSE:STM) and Alcatel
(Paris: CGEP.PA and NYSE:ALA) today announced, after receiving approval from the
EU and US anti-trust authorities, the completion of the acquisition of Alcatel
Microelectronics by STMicroelectronics. As part of this cash transaction of Euro
390 million, the two companies are entering into a cooperation for the joint
development of DSL chip-sets that will also be made available to the open
market. The agreement will also make STMicroelectronics a preferred supplier of
Alcatel, thus expanding their long-standing strategic alliance.

Alcatel Microelectronics, headquartered in Belgium, is a leading player in the
design, manufacture and marketing of semiconductor components with a focus on
telecommunications, automotive and peripheral markets. In particular, it has
achieved a global top position in the growing market of DSL chip-sets used in
infrastructure and end-user equipment, providing high-speed Internet access. In
2001, Alcatel Microelectronics registered revenues in the range of Euro 350
million.

About Alcatel

Alcatel designs, develops and builds innovative and competitive communications
networks, enabling carriers, service providers and enterprises to deliver any
type of content, such as voice, data and multimedia, to any type of consumer,
anywhere in the world. Relying on its leading and comprehensive products and
solutions portfolio, stretching from end-to-end optical infrastructures, fixed
and mobile networks to broadband access, Alcatel's customers can focus on
optimizing their service offerings and revenue streams. With sales of EURO 25

billion in 2001 and 99,000 employees, Alcatel operates in more than 130 countries. For more information, visit Alcatel on the Internet:
<http://www.alcatel.com>.

About STMicroelectronics

STMicroelectronics, the world's third largest 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 <http://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: July 10, 2002

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

Name: Pasquale Pistorio
Title: President and Chief
Executive Officer