

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 2002

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:

- (i) Revised resolution 6 for the Annual General Meeting of Shareholders;
- (ii) Proxy Appointment and Voting Instruction Card for the revised  
resolution.

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Annual General Meeting of Shareholders  
of STMicroelectronics N.V., established in Amsterdam, the Netherlands  
to be held on March 27, 2002 at 11:00 a.m.  
at Hotel The Grand, Oudezijds Voorburgwal 197, Amsterdam, the Netherlands  
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Explanatory Note  
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The Supervisory Board of STMicroelectronics N.V. clarified Resolution 6 to  
reflect its decision to propose to the shareholders to remunerate the  
Supervisory Board and members of all Supervisory Board Committees. Proxy  
materials mailed to holders of New York shares on February 28, 2002 did not  
include the clarified proposed resolution 6. Please complete the enclosed proxy  
card indicating your vote with respect to Proposed Resolution 6 as clarified  
below:

Agenda item 9 - Clarified Resolution 6  
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The Supervisory Board proposes: (i) to maintain the remuneration of the  
President and the Vice President of the Supervisory Board at US\$45,000 per  
annum, to maintain the remuneration of the President of the Audit Committee at  
US\$40,000 per annum, to maintain the remuneration of the other Supervisory Board  
members at US\$30,000 per annum, to propose for the members of the Audit  
Committee a remuneration of US\$10,000 per annum, to propose for the members of  
the Compensation Committee a remuneration of US\$5,000 per annum, to propose for  
the members of the Strategic Committee a remuneration of US\$5,000 per annum, to  
limit to two the number of Committees in which one Supervisory Board member can  
serve, to maintain the attendance fee per meeting of the Supervisory Board and

of any Committee of the Supervisory Board at US\$2,000 with the understanding however that in case of attendance of such a meeting by telephone or videoconference the attendance fee per such meeting shall be US\$500 and (ii) to approve the new 3 year Stock Option Plan for members and professionals of the Supervisory Board, which will become effective as per March 28, 2002 and pursuant to which each member of the Supervisory Board can be granted 12,000 options per year and each professional of the Supervisory Board can be granted 6,000 options per year, which options can be exercised during a period of ten years and in respect of which the exercise price shall be equal to the stock price at the date of grant.

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DETACH PROXY CARD HERE

/\_/ Mark, Sign, Date and Return  
the Proxy Card Promptly  
Using the Enclosed Envelope.

/X/  
Votes must be indicated  
(x) in Black or Blue ink.

RESOLUTION	FOR	AGAINST
6. Compensation of the members of the Supervisory Board and approval of the new Stock Option Plan for members and professionals of the Supervisory Board.	/_/  	/_/  

SCAN LINE

The Voting Instruction must be signed by the person in whose name the relevant Receipt is registered on the books of the Depositary. In the case of a Corporation, the Voting Instruction must be executed by a duly authorized Officer or Attorney.

Date      Share Owner sign here      Co-Owner sign here

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STMicroelectronics N.V.

Proxy Appointment and Voting Instruction Card  
(Must be presented at the meeting or received by mail prior  
to 12:00 pm (eastern standard time) on March 25, 2002)

The undersigned registered holder of Shares of New York Registry (each representing one Common Share of Euro 1.04 nominal amount of STMicroelectronics N.V.), hereby appoints \_\_\_\_\_ or The Bank of New York, as New York Transfer Agent and Registrar, through its agent, as the proxy of the undersigned to attend and address the Annual General Meeting of Shareholders of STMicroelectronics N.V. to be held in Amsterdam, The Netherlands, on March 27, 2002 and, in general, to exercise all rights the undersigned could exercise in respect of such Common Shares if personally present thereat upon all matters which may properly become before such Meeting and every adjournment thereof, and instructs such proxy to endeavor, in so far as practicable, to vote or cause to be voted on a poll (if a poll shall be taken) the Common Shares of STMicroelectronics N.V. represented by Shares of New York Registry registered in the name of the undersigned on the books of the New York Transfer Agent and Registrar as of the close of business on February 25, 2002, at such Meeting in respect of the resolutions specified on the reverse side hereof.

NOTE: Please direct your proxy how it is to vote by placing an X in the appropriate box opposite the resolutions specified on the reverse side hereof. If you do not fill in the blank provided above, then you will have appointed The Bank of New York as your proxy.

STMicroelectronics N.V.  
P.O. Box 11473  
NEW YORK, N.Y. 10203-0473

To change your address, please mark this box. /\_/\_

To include any comments, please mark this box. /\_/\_

Please complete and date this proxy on the reverse side and return it promptly in the accompanying envelope.

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 12, 2002

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

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Name: Pasquale Pistorio  
Title: President and Chief  
Executive Officer