

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 May 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
--- ---

[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-_____]

Enclosures:

A press release dated May 15, 2001 announcing the redemption of its
outstanding LYONS due 2008.

[Logo STMicroelectronics]

STMicroelectronics Announces Redemption of all Outstanding LYONS due 2008

GENEVA - May 15, 2001 - STMicroelectronics (NYSE:STM) announced that the
Company will redeem all of its outstanding Liquid Yield Option Notes(TM)(LYONS)
due 2008 on June 11, 2001 at a redemption price equal to \$885.22 per \$1,000
principal amount. The redemption price is comprised of the \$840.10 LYONS issue
price plus the \$45.12 accrued original interest discount.

According to information available to the Company, the aggregate amount of the
currently outstanding LYONS was approximately \$45.6 million on May 11, 2001.
Registered Holders of the Notes have the possibility of converting their Notes
into ST shares at a conversion rate of 53.712 ST Common Shares per Note, prior
to June 11th, 2001. Based on the amount outstanding on May 11, 2001, if all the
remaining holders of the 1998 LYONS choose to convert their 1998 Notes into
Common Shares before June 11th, 2001, 2,772,291 Common Shares would be issued.
Since ST reports Earnings Per Diluted Shares, this action will not cause any
additional reported dilution.

A Notice of Redemption is being mailed to all registered holders of the Notes.

To redeem the LYONS 2008, or receive further information concerning this
redemption, please contact one of the following:

Trustee Paris Conversion and Paris Dutch Registrar

Paying Agent

The Bank of New York
101 Barclay Street
Floor 21 East
New York, N.Y. 10286
212-815-8389

Banque Paribas S.A.
3, rue D'Antin
75078 Paris
Cedex 02
011-331-429-81234

Netherlands Management Company B.V.
Herengracht 320
1016 CE Amsterdam
The Netherlands
011-312-057-57124

About STMicroelectronics:

STMicroelectronics is the world's third largest independent semiconductor company. The Company shares are traded on the New York Stock Exchange, on Euronext Paris 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.

Contact:

Investor Relations Europe:

Benoit de Leusse

Investor Relations Manager Europe

Tel: +33.4.50.40.24.30

Fax: +33.4.50.40.25.80

Press Relations Europe

Maria Grazia Prestini

Director, Corporate Press Relations

Tel: +33 4 50 40 25 32

Fax: +33 4 50 40 25 40

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: May 17, 2001

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

Name: Pasquale Pistorio
Title: President and Chief
Executive Officer