

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 or 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated April 26, 2004

STMicroelectronics N.V.  
(Name of Registrant)

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No   
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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 April 23, 2004, announcing that all resolutions have been approved at the annual general meeting of shareholders of STMicroelectronics N.V.

LOGO OMITTED

PRESS RELEASE  
COMMUNIQUE DE PRESSE  
COMUNICATO STAMPA  
PRESSEINFORMATION

PR No. C1453H

All Resolutions Approved at Annual General Meeting of Shareholders of  
STMicroelectronics

Amsterdam, April 23, 2004 - STMicroelectronics (NYSE: STM) announced that all of the proposed resolutions were approved at its Annual General Shareholders' Meeting held in Amsterdam today, including the distribution of the cash dividend of \$0.12 per share representing a 50% increase over last year's dividend.

Among the resolutions, the Annual General Shareholders' Meeting also endorsed the corporate governance charter proposed by the Supervisory Board.

Furthermore, after the Annual General Shareholders' Meeting, the Supervisory Board, chaired by Bruno Steve, convened and agreed to the appointment of Gerald Arbola as Vice Chairman of the Supervisory Board.

About STMicroelectronics

STMicroelectronics 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 2003, the Company's net revenues were \$7.24 billion and net earnings were \$253 million. Further information on ST can be found at [www.st.com](http://www.st.com).

For further information, please contact:

#### Media Relations

Maria Grazia Prestini  
Director, Corporate Media Relations  
STMicroelectronics  
Tel: +41.22.929.6945

Lorie Lichtlen / Nelly Dimey  
Financial Dynamics  
Paris Tel: +33.1.47.03.68.10

#### Investor Relations

Benoit de Leusse  
Director, Investor Relations  
STMicroelectronics  
Tel: +41.22.929.5812

Nancy Levain / Sandrine Richard  
LT Value  
Tel: +33.01.55.27.15.88

Fabrizio Rossini  
Senior Manager, Investor Relations  
STMicroelectronics  
Tel: +41.22.929.6973

SIGNATURES

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.

STMicroelectronics N.V.

Date: April 26, 2004

By: /s/ PASQUALE PISTORIO  
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Name: Pasquale Pistorio  
Title: President and Chief Executive  
Officer

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