

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 February 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:

A press release dated February 8, 2002 announcing STMicroelectronics' withdrawal from the PC graphics markets.

[STMicroelectronics Logo]

PRESS RELEASE  
COMMUNIQUE DE PRESSE  
COMUNICATO STAMPA  
PRESSEINFORMATION

PR No. C1146H

STMicroelectronics to withdraw from PC Graphics market

Geneva, February 8, 2002 - STMicroelectronics (NYSE: STM) has announced that it is withdrawing from the PC Graphics Accelerator IC market and is currently seeking a buyer for the related assets and activities of its PC Graphics business, which accounted for approximately \$15 million of ST's \$6.36 billion revenues in 2001.

The potential sale is in line with ST's objective of focusing its R&D efforts on market areas that are strategically important to the Company, notably: communications, automotive, computer peripherals, smart cards and digital consumer. In the digital consumer market, ST will continue to emphasize set-top box, DVD and digital TV applications, in which the Company holds worldwide leadership positions.

About STMicroelectronics

STMicroelectronics, the world's third largest independent 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, 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 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 [www.st.com](http://www.st.com).

For further information, please contact:

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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: February 8, 2002

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

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Name: Pasquale Pistorio  
Title: President and Chief  
Executive Officer