

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD

Form 6-K

July 26, 2004

1934 Act Registration No. 1-14700

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

**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 2004

Taiwan Semiconductor Manufacturing Company Ltd.

(Translation of Registrant's Name Into English)

**No. 8, Li-Hsin Rd. 6,
Hsinchu Science Park,
Taiwan**

(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 [V]

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 [V]

(If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82: ____.)

Taiwan Semiconductor Manufacturing Company Limited
For the month of July 2004

This is to report 1) the changes in the shareholding of our directors, supervisors, executive officers and shareholders who own more than 10% of total outstanding common shares of Taiwan Semiconductor Manufacturing Company Ltd. (The Company; TSMC) (NYSE:TSM) ; 2) the pledge and clear of pledge of TSMC common shares by our directors, supervisors, executive officers and shareholders who own more than 10% of total outstanding common shares of TSMC; 3) the acquisition of assets by TSMC and 4) the disposition of assets by TSMC for the month of June 2004.

- 1) The changes in the shareholding of our directors, supervisors, executive officers and shareholders who own more than 10% of total outstanding common shares:

| Title | Name | Number of shares held as of May 31, 2004 | Number of shares held as of June 30, 2004 | Changes |
|-------------------------------------|----------------------|---|--|-------------|
| Chairman & CEO | Morris Chang | 102,383,351 | 122,193,152 | 19,809,801 |
| | Koninklijke Philips | | | |
| Director & Supervisor | Electronics N.V. | 2,258,806,301 | 2,576,997,318 | 318,191,017 |
| Director & Supervisor | The Development Fund | 1,504,718,198 | 1,716,683,170 | 211,964,972 |
| Director & Deputy CEO | F. C. Tseng | 33,659,219 | 40,959,167 | 7,299,948 |
| Director | Stan Shih | 1,181,883 | 1,348,371 | 166,488 |
| Director, President & COO | Rick Tsai | 20,597,456 | 25,834,756 | 5,237,300 |
| Senior Vice President | Quincy Lin | 22,533,767 | 27,050,107 | 4,516,340 |
| Senior Vice President | S.Y. Chiang | 10,379,909 | 13,418,391 | 3,038,482 |
| Senior Vice President | Kenneth Kin | 1,842,515 | 3,461,256 | 1,618,741 |
| Vice President | C. C. Wei | 3,588,721 | 5,356,702 | 1,767,981 |
| Vice President | Mark Liu | 7,863,995 | 10,017,631 | 2,153,636 |
| Vice President | Genda Hu | 1,378,508 | 2,427,879 | 1,049,371 |
| Vice President | J. B. Chen | 5,285,881 | 6,989,916 | 1,704,035 |
| Vice President | Ping Yang | 4,705,812 | 6,534,686 | 1,828,874 |
| Vice President | M. C. Tzeng | 3,575,094 | 4,882,521 | 1,307,427 |
| Vice President & General Counsel | Richard Thurston | 764,309 | 1,882,094 | 1,117,785 |
| Chief Technology Officer | Chenming Hu | 1,667,238 | 2,941,478 | 1,274,240 |
| Vice President | Chiam Wu | 577,000 | 1,281,909 | 704,909 |
| Vice President & CFO | Lora Ho | 1,788,520 | 3,050,487 | 1,261,967 |
| Vice President | P. H. Chang | 470,285 | 1,103,349 | 633,064 |
| Senior Director | L.C. Tu | 6,265,701 | 7,654,026 | 1,388,325 |
| Senior Director | Jan Kees van Vliet | 293,566 | 808,015 | 514,449 |

- 2) The pledge and clear of pledge of TSMC common shares by our directors, supervisors, executive officers and shareholders who own more than 10% of total outstanding common shares:

| Title | Name | Date of plage or clear of pledge | Accumulated number of common shares pledged as of June 30, 2004 |
|----------------------------------|------------------|---|--|
| Senior Vice President | S.Y. Chiang | 6/25/2004 | 1,590,000 |
| Vice President & General Counsel | Richard Thurston | 6/29/2004 | 160,000 |

3) The acquisition of assets:

| Description of assets | Purchase price |
|---|-----------------------|
| Machinery Equipment | NT\$ 17,962,750,151 |
| Facility and engineering equipment | NT\$ 1,359,731,187 |
| Wachovia Auto Owner Trust-Asset Backed Securities | US\$ 10,999,530 |
| Nissan Auto Receivables Owner Trust-Asset Backed Securities | US\$ 9,852,858 |

4) The disposition of assets:

| Description of assets | |
|------------------------------|-----------------|
| Machinery Equipment | US\$ 88,200,000 |
| | 1/1 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Taiwan Semiconductor Manufacturing Company Ltd.

Date: July 26, 2004

By /s/ Lora Ho

Lora Ho
Vice President & Chief Financial Officer