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STMICROELECTRONICS NV
Form 6-K
February 18, 2003

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

Report on Form 6-K dated February 18, 2003

STMicroelectronics N.V.

(Translation of registrant's name into English)

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-_____]

Enclosures:

The agenda, proposed resolutions, and proxy card for STMicroelectronics N.V.'s
Annual General Meeting of Shareholders to be held on March 12, 2003.

AGENDA

Annual General Meeting of Shareholders

of STMicroelectronics N.V., established in Amsterdam, the Netherlands

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to be held on March 12, 2003 at 11:00 a.m.

at Hotel de l'Europe, Nieuwe Doelenstraat 2-8, Amsterdam, the Netherlands

1. Call to order and opening.
2. Report of the Managing Board on the 2002 financial year.
3. Report of the Supervisory Board on the 2002 financial year.
4.
 - a. Adoption of the annual accounts for the 2002 financial year;
 - b. Allocation of profits; and
 - c. Discharge of the members of the Managing Board and of the Supervisory Board.
5. Compensation of the members of the Supervisory Board.
6. Question time.
7. Close.

Copies of the annual accounts, the report of the Supervisory Board, the report of the Managing Board and other information included pursuant to law and the proposed resolutions will be deposited for inspection by the shareholders and other persons entitled to attend the meeting at the offices of the Company in Amsterdam (Schiphol Boulevard 265, Amsterdam Airport, 1118 BH Luchthaven Schiphol, the Netherlands), at the offices of Netherlands Management Company B.V. (Locatellikade 1, 1076 AZ Amsterdam, the Netherlands), at the offices of Credit Agricole Indosuez (Service Financier, 9, quai du President Paul-Doumer, 92920 La Defence Cedex), at the offices of the Company in New York (Corporate Information Office, 780 Third Avenue, 9th Floor, New York, New York 10017, United States of America) and at the offices of Banca Intesa S.p.A. (Centro Amministrativo Elettronico, Via Langhirano 1, CAP 43100 Parma, Italy) as of February 19, 2003 up to and including the date of the meeting. The documents are also available on the Company's internet site [www.st.com].

Proposed resolutions

for the Annual General Meeting of Shareholders of STMicroelectronics N.V.

to be held on March 12, 2003 in Amsterdam

Agenda item 4 - Resolution 1

- a. The Supervisory Board proposes to adopt the annual accounts for the financial year 2002, as drawn up by the Managing Board, examined and audited by the auditors PricewaterhouseCoopers N.V.
- b. The Supervisory Board proposes - following the proposal of the Managing Board - to distribute a dividend in cash of US\$ 0.08 per share.
- c. The Supervisory Board proposes to discharge the Managing Board for its management and the Supervisory Board for its supervision during the financial year 2002.

Agenda item 5 - Resolution 2

The Supervisory Board proposes 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,

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to maintain the remuneration of the other Supervisory Board members at US\$30,000 per annum, to maintain the remuneration of the members of the Audit Committee at US\$10,000 per annum, to maintain the remuneration of the members of the Compensation Committee at US\$5,000 per annum, to maintain the remuneration of the members of the Strategic Committee at US\$5,000 per annum, to maintain the rule that the number of Committees in which one Supervisory Board member can serve is limited to two and 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.

 DETACH VOTING INSTRUCTION CARD HERE

<p><input type="checkbox"/> Mark, Sign, Date and Return the Voting Instruction Card Promptly Using the Enclosed Envelope.</p>	<p><input checked="" type="checkbox"/> Votes must be indicated (x) in Black or Blue ink.</p>
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	FOR	AGAINST	ABSTAIN
1. (a) Adoption of the annual accounts for the 2002 financial year;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Allocation of profits; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Discharge of the members of the Managing Board and of the Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Compensation of the members of the Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 SCAN LINE

The Voting Instruction must be signed by the person in whose name the relevant Receipt is registered on the books of the Depository. 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 7, 2003)

The undersigned registered holder of common 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

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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 12, 2003 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 10, 2003, 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: February 18, 2003

STMicroelectronics N.V.

By: /s/ Pasquale Pistorio

Name: Pasquale Pistorio
Title: President and Chief
Executive Officer