STMICROELECTRONICS HOLDING II B V Form SC 13G/A February 13, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> SCHEDULE 13G/A (Rule 13D-102)

Under the Securities Exchange Act of 1934 (Amendment No. 8)

STMicroelectronics N.V.

(Name of Issuer)

Common Shares, nominal value €1.04 per share

(Title of Class of Securities)

861012102

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

£	Rule 13d-1 (b)
£	Rule 13d-1 (c)
S	Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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CUSI	P No. 861012102	SCHEDU	LE 13G	Page 2 of 29 Pages	
1	STMicroelectronics Holding II B.V. ("ST Holding II") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) x				
3	(b) o SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION 4 The Netherlands				
В	NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON	5 6 7 8	SOLE VOTING POWER None SHARED VOTING POWER 250,704,754 (See Item 4(a) and 1 SOLE DISPOSITIVE POWER None SHARED DISPOSITIVE POWE 250,704,754 (See Item 4(a) and 1	ER	
9	250,704,754		ALLY OWNED BY EACH REPO	ORTING PERSON	
10	o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11					
12	HC				

CUSIP No. 861012102 SCHEDULE 13G Page 3 of 29 Pages NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 1 STMicroelectronics Holding N.V. ("ST Holding") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) x (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 The Netherlands SOLE VOTING POWER 5 NUMBER OF None SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 250,704,754 (See Item 4(a) and Exhibit 1) EACH SOLE DISPOSITIVE POWER REPORTING PERSON 7 WITH None SHARED DISPOSITIVE POWER 8 250,704,754 (See Item 4(a) and Exhibit 1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 250,704,754 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 27.5%* TYPE OF REPORTING PERSON 12 HC

CUSI	P No. 861012102	SCHEDU	LE 13G	Page 4 of 29 Pages		
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON FT1C1					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o					
3	SEC USE ONLY					
4	CITIZENSHIP O	R PLACE OF ORGA	ANIZATION			
		5	SOLE VOTING POWER			
	NUMBER OF	-	None			
D	SHARES ENEFICIALLY		SHARED VOTING POWER			
	OWNED BY EACH	6	250,704,754 (See Item 4(a) and I	Exhibit 1)		
	REPORTING	7	SOLE DISPOSITIVE POWER			
WITH	PERSON	7	None			
			SHARED DISPOSITIVE POWE	ER		
		8	250.704.754 (See Item 4(a) and 1	7 h:h: + 1)		
	ACCDECATE A	MOUNT DENEELCI	250,704,754 (See Item 4(a) and I ALLY OWNED BY EACH REPO			
9	AUGREGATE A	MOUNT BENEFICI	ALL I OWNED DI EACH REFO	KTINO FERSON		
	250,704,754					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	27.5%*					
	TYPE OF REPORTING PERSON					
12	HC					

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CUSI	PNo. 861012102	SCHEDUL	LE 13G	Page 5 of 29 Pages	
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	Finmeccanica S.p.A. ("Finmeccanica") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o SEC USE ONLY				
3	CITIZENSHIP OF Italy	R PLACE OF ORGA	NIZATION		
BI	NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON	5 6 7 8	SOLE VOTING POWER None SHARED VOTING POWER 250,704,754 (See Item 4(a) and F SOLE DISPOSITIVE POWER None SHARED DISPOSITIVE POWE 250,704,754 (See Item 4(a) and F	R	
9 10	250,704,754		ALLY OWNED BY EACH REPO AMOUNT IN ROW (9) EXCLUD	RTING PERSON	
11	o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 27.5%*				
12	TYPE OF REPOR	TING PERSON			

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CUSII	P No. 861012102	SCHEDUI	LE 13G	Page 6 of 29 Pages	
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Cassa Depositi e Prestiti S.p.A. ("CDP")				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o SEC USE ONLY				
3	CITIZENSHIP OR Italy	PLACE OF ORGA	NIZATION		
BI	NUMBER OF SHARES ENEFICIALLY OWNED BY EACH	5 6	SOLE VOTING POWER None SHARED VOTING POWER 250,704,754 (See Item 4(a) and B	Exhibit 1)	
WITH	REPORTING PERSON	7 8	SOLE DISPOSITIVE POWER None SHARED DISPOSITIVE POWE 250,704,754 (See Item 4(a) and F		
9	250,704,754		ALLY OWNED BY EACH REPO	RTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11 12	27.5%* TYPE OF REPOR	TING PERSON			
12	СО				

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11 27.5%* TYPE OF REPORTING PERSON 12							
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12							
	12	TYPE OF REPORTING PERSON					
		СО					

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Commissariat à l' Énergie Atomique ("CEA")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) x (b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 5 REPORTING PERSON WITH