

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:

<input type="checkbox"/>	Rule 13d-1 (b)
<input type="checkbox"/>	Rule 13d-1 (c)
<input type="checkbox"/>	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)

CUSIP No. 861012102

SCHEDULE 13G

Page 2 of 29 Pages

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 STMicroelectronics Holding II B.V. ("ST Holding II")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) x
 (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 The Netherlands

	5	SOLE VOTING POWER
		None
	6	SHARED VOTING POWER
		250,704,754 (See Item 4(a) and Exhibit 1)
	7	SOLE DISPOSITIVE POWER
WITH		None
	8	SHARED DISPOSITIVE POWER
		250,704,754 (See Item 4(a) and Exhibit 1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 250,704,754

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 27.5%*

12 TYPE OF REPORTING PERSON
 HC

*Based upon 910,307,305 common shares issued as of December 31, 2008 as shown on the STMicroelectronics N.V.'s share registry.

CUSIP No. 861012102

SCHEDULE 13G

Page 3 of 29 Pages

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 STMicroelectronics Holding N.V. ("ST Holding")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) x
 (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 The Netherlands

	5	SOLE VOTING POWER
		None
	6	SHARED VOTING POWER
		250,704,754 (See Item 4(a) and Exhibit 1)
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WITH		None
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 HC

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CUSIP No. 861012102

SCHEDULE 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 OR PLACE OF ORGANIZATION
 France

	5	SOLE VOTING POWER
		None
	6	SHARED VOTING POWER
		250,704,754 (See Item 4(a) and Exhibit 1)
	7	SOLE DISPOSITIVE POWER
WITH		None
	8	SHARED DISPOSITIVE POWER
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 HC

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SCHEDULE 13G

Page 5 of 29 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Finmeccanica S.p.A. ("Finmeccanica")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Italy

5 SOLE VOTING POWER

None

6 SHARED VOTING POWER

250,704,754 (See Item 4(a) and Exhibit 1)

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

250,704,754 (See Item 4(a) and Exhibit 1)

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250,704,754

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

27.5%*

12 TYPE OF REPORTING PERSON

CO

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SCHEDULE 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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Italy

	5	SOLE VOTING POWER
		None
	6	SHARED VOTING POWER
		250,704,754 (See Item 4(a) and Exhibit 1)
	7	SOLE DISPOSITIVE POWER
WITH		None
	8	SHARED DISPOSITIVE POWER
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12 TYPE OF REPORTING PERSON
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SCHEDULE 13G

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
France

	5	SOLE VOTING POWER
		None
	6	SHARED VOTING POWER
		250,704,754 (See Item 4(a) and Exhibit 1)
	7	SOLE DISPOSITIVE POWER
WITH		None
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CO

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SCHEDULE 13G

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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")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) o

3 SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4

France

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

5

SOLE VOTING POWER

None

WITH