

STMICROELECTRONICS, INC.**ALTERNATE METHOD OF COMPLIANCE
PURSUANT TO DOL REG. § 2520.104-23**

STMicroelectronics, Inc., a Delaware corporation (the "Company"), maintains three plans named in item 2. below, which are unfunded pension plans maintained by the Company primarily for the purpose of providing deferred compensation to a select group of management or highly compensated employees. The following information is provided for purposes of compliance with Section 2520.104-23 of the Department of Labor Regulations:

1. The name, address and employer identification number of the Company are as follows:

STMicroelectronics, Inc.
1310 Electronics Drive
Carrollton, Texas 75006

Employer Identification Number: 04-2495946

2. The unfunded pension plans maintained by the Company for a select group of management or highly compensated employees and the number of employees in these plans as of November 1, 2002 are as follows:

<u>Name of Plan</u>	<u>Number of Employees</u>
STMicroelectronics, Inc. Savings Restoration Plan	76
STMicroelectronics, Inc. Supplemental Executive Retirement Plan	27
STMicroelectronics, Inc. Pension Restoration Plan	28

THOMPSON & KNIGHT

LLP

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Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

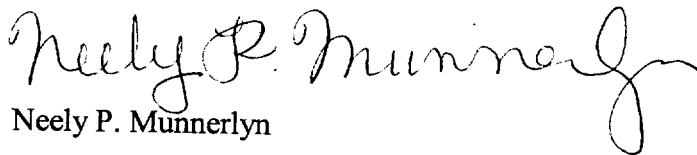
Re: STMICROELECTRONICS, INC. SAVINGS RESTORATION PLAN
STMICROELECTRONICS, INC. SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN
STMICROELECTRONICS, INC. PENSION RESTORATION PLAN

Dear Sir or Madam:

Enclosed for filing with respect to the above captioned Plans is a statement prepared to comply with the alternative method of compliance with the reporting and disclosure requirements of the Employee Retirement Income Security Act of 1974, as amended, as prescribed by Department of Labor Regulation Section 2520.104-23. A concurrent top hat filing for these plans is being made under the Delinquent Filer Voluntary Compliance Program. STMICROELECTRONICS, INC. will provide a copy of the Plans to you upon request.

Thank you for your attention to this filing.

Very truly yours,


Neely P. Munnerlyn

cc: Bradleigh LeBlanc (w/encl.)
Laura Smith (w/encl.)
J. Mike Holt (w/encl.)

KNIGHT

UNSELMORS
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ATTORNEYS AND COUNSELORS

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Top Hat Plan Exemption

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