

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD
Form SC 13G/A
February 06, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

Taiwan Semiconductor Manufacturing Company Limited

(Name of Issuer)

Common Stock, par value NT\$10 per share

(Title of Class of Securities)

874039-10-0

(CUSIP Number)

Annual Reporting Requirement

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)

☒ 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).

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CUSIP NO. 874039-10-0

1. Names of Reporting Persons

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I.R.S. Identification Nos. of Above Persons (entities only)

Koninklijke Philips Electronics N.V.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) NOT APPLICABLE

(b) NOT APPLICABLE

3. SEC Use Only

4. Citizenship or Place of Organization The Netherlands

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	4,066,046,793
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	4,066,046,793
	8.	Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,066,046,793

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
16.40%

12. Type of Reporting Person (See Instructions) CO/HC

This Amendment No.2 to Schedule 13G amends and restates in their entirety Items 4, 6 and 7 of the Schedule 13G of Koninklijke Philips Electronics N.V. ("Philips") dated February 3, 1998 and amended on February 13, 2004 (together with this Amendment No. 2, the "Schedule 13G"). Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Schedule 13G as first filed on February 3, 1998.

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ITEM 4. OWNERSHIP.

The percentage interest in the Issuer deemed pursuant to the Act to be held by Philips presented below is based on 24,726,128,803 shares of common stock outstanding as of August 5, 2005 according to the Form 424(b)(1) filed by the Issuer on August 5, 2005 (the "Outstanding Shares").

(a) Amount beneficially owned: Philips beneficially owns 4,066,046,793 shares.

(b) Percent of class: 16.40% of the Outstanding Shares.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 4,066,046,793 shares.

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(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:
4,066,046,793 shares.

(iv) Shared power to dispose or to direct the disposition of: 0

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable*.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable*.

* On December 28, 2005 Philips acquired the 1,927,811,908 billion shares of Taiwan Semiconductor Manufacturing Company Limited held by its wholly-owned subsidiary Philips Electronics Industries (Taiwan) Ltd.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2006

KONINKLIJKE PHILIPS ELECTRONICS N.V.

By: /s/ A. Westerlaken

Name: A. Westerlaken
Title: General Secretary and
Senior Vice President