THOMSON MULTIMEDIA Form SC 13G/A February 14, 2002

> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> > SCHEDULE 13G

Under the Securities Exchange Act of 1934 Amendment No. 1
THOMSON multimedia
(Name of Issuer)
Common Shares
(Title of Class of Securities)
885118109
(CUSIP Number)
February 14, 2002
(Date of Event which Requires Filing of this Statement)
John Seethoff Deputy General Counsel, Finance and Operations One Microsoft Way Redmond, Washington 98052-6399 (425) 882-8080
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
Check the appropriate box to designate the rule pursuant to which this schedule is filed:
[_] Rule 13d-1(b) [X] 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

d disclosures provided in a prior cover page.

The information required on 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).

C	CUSIP No. 885118	109.		
1	Name of reporting person S.S., or I.R.S. Identification No. of above person			
	Microsoft Corporation 91-1144442			
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [_] (b) [_]			
3	SEC Use Only			
4	Citizenship	or Place of Organization		
	State of Washington			
	Number of	Sole Voting Power 5 11,935,330		
	Shares Beneficially	Shared Voting Power		
	Owned by	-0-		
	Each	Sole Dispositive Power		
	Reporting	11,935,330		
	Person With	Shared Dispositive Power		
9	Aggregate Amount Beneficially Owned by Each Reporting Person 11,935,330			
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares			
			[_]	
11	Percent of Class Represented by Amount in Row (9) 4.5%			
12	Type of Reporting Person			

Item 1.

- (a) Name of Issuer: THOMSON multimedia . (the "Company")
- (b) Address of principal executive offices of the Issuer: 46, quai A. Le Gallo Boulogne, France

Item 2.

- (a) Name of Person Filing: Microsoft Corporation, a Washington corporation
- (b) Address of Principal Business Office: One Microsoft Way, Redmond, Washington 98052 Attention: Deputy General Counsel, Finance and Operations
- (c) Citizenship: State of Washington.
- (d) Title of Class of Securities: Common Shares
- (e) CUSIP Number:885118109
- Item 3. Not Applicable.
- Item 4. Ownership
 - (a) Amount beneficially owned: 11,935,330
 - (b) Percent of class: 4.5%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 11,935,330
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 11,935,330
 - (iv) Shared power to dispose or to direct the disposition of: 0
- Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].
- 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.
- Item 8. Identification and Classification of Members of the Group: Not Applicable.
- Item 9. Notice of Dissolution of a Group: Not Applicable.

Item 10. Certification: By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 14, 2002

MICROSOFT CORPORATION

By /s/ John G. Connors

John G. Connors Senior Vice President; Chief Financial Officer