

KONINKLIJKE PHILIPS ELECTRONICS NV

Form 20-F/A

November 12, 2003

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As filed with the Securities and Exchange Commission on November 12, 2003

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

**Form 20-F/A**

(Amendment No. 2)

(Mark one)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b)  
OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2002  
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2002  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-05146-01

**KONINKLIJKE PHILIPS ELECTRONICS N.V.**

(Exact name of Registrant as specified in charter)

**ROYAL PHILIPS ELECTRONICS**

(Translation of Registrant's name into English)

**The Netherlands**

(Jurisdiction of incorporation or organization)

**Breitner Center, Amstelplein 2, 1096 BC Amsterdam, The Netherlands**

(Address of principal executive office)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

**Common Shares par value  
Euro (EUR) 0.20 per share**

Name of each exchange on which registered  
**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**Common Shares par value Euro (EUR) 0.20 per share**  
(Title of class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

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Class	Outstanding at December 31, 2002
<b>Koninklijke Philips Electronics N.V.</b>	
Priority Shares par value EUR 500 per share	10 shares
Common Shares par value EUR 0.20 per share	1,275,977,923 shares

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

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SIGNATURES

Exhibit 12(a)

Exhibit 13(a)

Exhibit 14(d)

Exhibit 14(e)

Exhibit 14(f)

Exhibit 14(g)

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**Explanatory Note**

The purpose of this amendment is to file the audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton relating to separate audited consolidated financial statements of Atos Origin S.A. ( Atos Origin ) as of and for the fiscal year ended December 31, 2002 . The consolidated financial statements of Atos Origin were previously filed without the related audit report by the registrant with the Securities and Exchange Commission on June 30, 2003 on Form 20-F/A. This amendment also includes the separate consolidated financial statements of Atos Origin as of and for the fiscal periods ended December 31, 2001 and 2000, which are not required to be audited under Rule 3-09 of Regulation S-X. As a result, the separate consolidated financial statements of Atos Origin as of and for the fiscal periods ended December 31, 2001 and 2000 included herein were not audited in accordance with generally accepted auditing standards in the United States, and are not covered by the audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton. This amendment amends Item 18 Financial Statements , and Item 19 Exhibits . In addition, Philips is including certain certifications of the chief executive officer and the chief financial officer.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any other Item of the Form 20-F filed on March 14, 2003 or reflect any events that have occurred after the Form 20-F was filed.

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**Item 18. Financial statements**

The following portions of the Company's 2002 Annual Report - Financial Statements and Analysis, as set forth on pages 41 through 109, are incorporated herein by reference.

Auditors' Report  
Consolidated statements of income of the Philips Group  
Consolidated balance sheets of the Philips Group  
Consolidated statements of cash flows of the Philips Group  
Consolidated statements of changes in stockholders' equity of the Philips Group  
Accounting policies  
Notes to the consolidated financial statements of the Philips Group

Separate consolidated financial statements for Atos Origin included as Exhibit 14 (d) hereto, and the audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton with respect to the consolidated financial statements for Atos Origin as of and for the year ended December 31, 2002, included as Exhibit 14 (f) hereto, are hereby incorporated by reference. A discussion of the principal differences in the accounting principles used in preparing financial statements in France from generally accepted accounting principles in the United States, included as Exhibit 14 (e) hereto, is hereby incorporated by reference.

Schedules:

Schedules are omitted as they are either not required or the required information is included in the consolidated financial statements.

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**Item 19. Exhibits**

*Index of exhibits*

Exhibit 1	English translation of the Articles of Association of the Company (incorporated by reference to Exhibit 1 of the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2000 (File No. 2-20193))
Exhibit 2 (b)(1)	The total amount of long-term debt securities of the Company and its subsidiaries authorized under any one instrument does not exceed 10% of the total assets of Philips and its subsidiaries on a consolidated basis. Philips agrees to furnish copies of any or all such instruments to the Securities and Exchange Commission upon request.
Exhibit 4	Form of employment contract (incorporated by reference to Exhibit 4 of the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2000)
Exhibit 8	List of Significant Subsidiaries.*
Exhibit 12 (a)	Rule 13a-14(a) certifications.
Exhibit 13 (a)	Rule 13a-14(b) certifications.
Exhibit 14 (a)	Consent of KPMG Accountants N.V.*
Exhibit 14 (b)	The 2002 Annual Report to Shareholders of the Company, consisting of the Management Report and Financial Statements and Analysis, which is furnished to the Securities and Exchange Commission for information only and is not filed except for such specific portions that are expressly incorporated by reference in this report on Form 20-F.*
Exhibit 14 (c)	Summary of Articles of Association.*
Exhibit 14 (d)	Consolidated Financial Statements of Atos Origin S.A.**
Exhibit 14 (e)	Principal differences between French GAAP and US GAAP.
Exhibit 14 (f)	Audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton.
Exhibit 14 (g)	Consents of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton.

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\* Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2002.

\*\* The Atos Origin consolidated financial statements as of and for the fiscal periods ended December 31, 2001 and 2000 were not audited in accordance with generally accepted auditing standards in the United States, and are not covered by the audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

KONINKLIJKE PHILIPS ELECTRONICS N.V.  
(Registrant)

/s/ G.J. Kleisterlee

/s/ J.H.M. Hommen

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G.J. Kleisterlee  
(President, Chairman  
of the Board of Management and  
the Group Management Committee)

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J.H.M. Hommen  
(Vice-Chairman  
of the Board of  
Management, and the  
Group Management Committee  
and Chief Financial Officer)

Date: November 12, 2003