

KONINKLIJKE PHILIPS ELECTRONICS NV

Form 20-F/A

June 05, 2007

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As filed with the Securities and Exchange Commission on June 5, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Form 20-F/A**

(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, 2006**

**OR**

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2006**

**OR**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

- SHELL COMPANY 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

Name of each exchange on which registered

**Common Shares par value**

**New York Stock Exchange**

**Euro (EUR) 0.20 per share**

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:

Class

Outstanding at December 31, 2006

**Koninklijke Philips Electronics N.V.**

Common Shares par value      EUR      0.20 per share      1,106,893,237 shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
 Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934.  
 Yes  No

Note-Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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Explanatory Note

Item 18. Financial Statements

Item 19. Exhibits

**SIGNATURES**

Exhibit 12 (a) Certification of G.J. Kleisterlee filed pursuant to 17 CFR 240. 13a-14(a).

Exhibit 12 (b) Certification of P-J. Sivignon filed pursuant to 17 CFR 240. 13a-14(a).

Exhibit 13 (a) Certification of G.J. Kleisterlee furnished pursuant to 17 CFR 240. 13a-14(b).

Exhibit 13 (b) Certification of P-J. Sivignon furnished pursuant to 17 CFR 240. 13a-14(b).

Exhibit 15 (a) Consent of independent registered public accounting firm

Exhibit 15 (d) Consolidated Financial Statements of LG.Philips LCD Co., Ltd

Exhibit 15 (e) Audit Report Samil PricewaterhouseCoopers

Exhibit 15 (f) Consent of independent registered public accounting firm

EX-12(a)

EX-12(b)

EX-13(a)

EX-13(b)

EX-15(a)

EX-15(d)

EX-15(e)

EX-15(f)

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Explanatory Note

This amendment is being filed to provide separate audited consolidated financial statements of LG.Philips LCD Co., Ltd. ( LPL ) as of and for the fiscal year ended December 31, 2006, and the related audit report of Samil PricewaterhouseCoopers. Philips holding in LPL met a significance test of Rule 3-09 under Regulation S-X in 2004 and as a result the financial statements of LPL for 2006 are required to be filed. The financial statements for 2006 are not required to be audited. This amendment also includes comparative information on LPL as of and for the fiscal periods ended December 31, 2005 and 2004.

The consolidated financial statements of LPL as of and for the fiscal year ended December 31, 2006 included in this Amendment have been prepared by LPL and its management. These financial statements have not been prepared by Philips or its management.

This amendment amends Item 18 Financial Statements , and Item 19 Exhibits . In addition, Philips is including 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 February 20, 2007 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 2006 Annual Report, as set forth on pages 112 through 171, are incorporated herein by reference and constitute the Company's response to this Item:

Consolidated statements of income of the Philips Group

Consolidated balance sheet of the Philips Group

Consolidated statements of cash flows of the Philips Group

Consolidated statements of changes in stockholders' equity of the Philips Group

Information by sectors and main countries

Accounting policies

New accounting standards

Notes to the group financial statements of the Philips Group

Report of independent registered public accounting firm

Separate consolidated financial statements for LPL included as Exhibit 15 (d) hereto, the independent auditors' report of Samit PricewaterhouseCoopers with respect to the consolidated financial statements for LPL as of and for the year ended December 31, 2006, included as Exhibit 15 (e) hereto, are 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.\*
- Exhibit 2 (b) The total amount of long-term debt securities of the Company and its subsidiaries authorized under  
(1) 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 Employment contracts of the members of the Board of Management (incorporated by reference to Exhibit 4 of the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2003) (File No. 001-05146-01).
- Exhibit 4 (a) Employment contract between the Company and G.J. Kleisterlee (incorporated by reference to Exhibit 4(a) of the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2004) (File No. 001-05146-01).
- Exhibit 4 (b) Employment contract between the Company and P-J. Sivignon (incorporated by reference to Exhibit 4(b) of the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2004) (File No. 001-05146-01).
- Exhibit 4 (c) Employment contract between the Company and J.A. Karvinen.\*
- Exhibit 4 (d) Employment contract between the Company and R.S. Provoost.\*
- Exhibit 4 (e) Employment contract between the Company and A. Ragnetti.\*
- Exhibit 4 (f) Employment contract between the Company and T.W.H.P. van Deursen.\*
- Exhibit 4 (g) Employment contract between the Company and F.A. van Houten.\*
- Exhibit 4 (h) Stock Purchase Agreement among Koninklijke Philips Electronics N.V., Philips Semiconductors International B.V. and Kaslion Acquisition B.V.\*
- Exhibit 8 List of Significant Subsidiaries.\*
- Exhibit 12 (a) Certification of G.J. Kleisterlee filed pursuant to 17 CFR 240. 13a-14(a).
- Exhibit 12 (b) Certification of P-J. Sivignon filed pursuant to 17 CFR 240. 13a-14(a).
- Exhibit 13 (a) Certification of G.J. Kleisterlee furnished pursuant to 17 CFR 240. 13a-14(b).
- Exhibit 13 (b) Certification of P-J. Sivignon furnished pursuant to 17 CFR 240. 13a-14(b).
- Exhibit 15 (a) Consent of independent registered public accounting firm.
- Exhibit 15 (b) The Annual Report to Shareholders for 2006 (except for the omitted portions thereof identified in the following sentence) is furnished hereby as an exhibit to the Securities and Exchange Commission for

information only. The Annual Report to Shareholders is not filed except for such specific portions that are expressly incorporated by reference in this Report on Form 20-F. Furthermore, the International Financial Reporting Standards (IFRS) information, including the financial statements and related notes on pages 172 through 217 of the Annual Report to Shareholders, and the unconsolidated Company financial statements, including the Notes thereto, also prepared on the basis of IFRS, on pages 218 through 223 of the Annual Report to Shareholders, have been omitted from the version of such Report being furnished as an exhibit to this Report on Form 20-F. The IFRS information and Company statements have been omitted because Philips' primary consolidated accounts are prepared in accordance with accounting principles generally accepted in the United States and Philips is not required to include in this Report on Form 20-F the IFRS information and Company statements.\*

Exhibit 15 (c) Description of industry terms.\*

Exhibit 15 (d) Consolidated Financial Statements of LG.Philips LCD Co., Ltd.

Exhibit 15 (e) Independent auditors' report of Samil PricewaterhouseCoopers regarding the 2006 consolidated financial statements of LG.Philips LCD Co., Ltd.



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Exhibit 15 (f) Consent of independent registered public accounting firm.

\* Previously filed  
as an exhibit to  
the Company's  
Annual Report  
on Form 20-F  
for the year  
ended  
December 31,  
2006.

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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/P-J. Sivignon

G.J. Kleisterlee  
(President, Chairman  
of the Board of Management and  
the Group Management Committee)  
Date: June 5, 2007

P-J. Sivignon  
(Executive Vice-President  
and Chief Financial  
Officer)