

FEI CO
Form 4/A
December 21, 2006

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**PHILIPS BUSINESS
ELECTRONICS
INTERNATIONAL BV**

(Last) (First) (Middle)

GLASLAAN 2

(Street)

**EINDHOVEN, THE
NETHERLANDS 5616 LW**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FEI CO [FEIC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/06/2004

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/25/2004		P		14,436	A	€ 8,406,007
Common Stock	12/20/2006		S		8,406,007	D	\$ 25 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PHILIPS BUSINESS ELECTRONICS INTERNATIONAL BV GLASLAAN 2 EINDHOVEN, THE NETHERLANDS 5616 LW	X
KONINKLIJKE PHILIPS ELECTRONICS NV GLASLAAN 2 EINDHOVEN, THE NETHERLANDS 5616 LW	X

Signatures

/s/ G.J. KLEISTERLEE, President & CEO, KONINKLIJKE PHILIPS ELECTRONICS N.V.	12/20/2006
__Signature of Reporting Person	Date
/s/ P.J. SIVIGNON, Executive Vice President & CFO, KONINKLIJKE PHILIPS ELECTRONICS N.V.	12/20/2006
__Signature of Reporting Person	Date
/s/ P.J. SIVIGNON, Authorised Person, PHILIPS BUSINESS ELECTRONICS INTERNATIONAL B.V.	12/20/2006
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a Combination Agreement, dated November 15, 1996, as supplemented by an agreement effective as of December 31, 2000 (the "Combination Agreement"), by and among Philips Business Electronics International B.V. ("PBE"), Koninklijke Philips Electronics N.V. ("Philips") and FEI Company (the "Issuer"), PBE has the right to receive from the Issuer, from time to time, without the payment of any additional consideration, additional shares of Common Stock when options, warrants, convertible securities or other rights to acquire shares of Common Stock outstanding (or issuable without further action by the Issuer's board of directors) as of February 21, 1997, are exercised or converted. PBE is a wholly-owned subsidiary of Philips. Accordingly, securities owned by PBE may be deemed beneficially

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owned by Philips.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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