

FEI CO
Form 4/A
December 21, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
GLASLAAN 2
(Street)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

EINDHOVEN, THE NETHERLANDS 5616 LW

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

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

(City) (State) (Zip)

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 Indirect 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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