

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD

Form 6-K

February 24, 2006

1934 Act Registration No. 1-14700  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549  
**FORM 6-K**  
**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**  
**For the month of February 2006**  
**Taiwan Semiconductor Manufacturing Company Ltd.**  
(Translation of Registrant's Name Into English)  
**No. 8, Li-Hsin Rd. 6,**  
**Hsinchu Science Park,**  
**Taiwan**  
(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82: \_\_\_\_.)

---

**Taiwan Semiconductor Manufacturing Company Limited**

For the month of January 2006

This is to report 1) the changes in the shareholdings of our directors, supervisors, executive officers and shareholders who own more than 10% of total outstanding common shares of Taiwan Semiconductor Manufacturing Company Ltd. (The Company; TSMC ) (NYSE:TSM); 2) the pledge and clear of pledge of TSMC common shares by our directors, supervisors, executive officers and shareholders who own more than 10% of total outstanding common shares of TSMC; 3) the acquisition of assets by TSMC and 4) the disposition of assets by TSMC for the month of January 2006.

1) The changes in the shareholdings of our directors, supervisors, executive officers and shareholders who own more than 10% of total outstanding common shares:

| <i>Title</i>                     | <i>Name</i>      | <i>Number of shares<br/>held as of<br/>December 31, 2005</i> | <i>Number of shares<br/>held as of<br/>January 31, 2006</i> | <i>Changes</i> |
|----------------------------------|------------------|--|---|----------------|
| Vice Chairman                    | F. C. Tseng      | 39,320,891   | 39,280,891  | -40,000        |
| Director, President & CEO        | Rick Tsai        | 25,846,795   | 25,746,795  | -100,000       |
| Senior Vice President            | Kenneth Kin      | 3,359,860  | 3,279,860   | -80,000        |
| Senior Vice President            | C. C. Wei        | 5,550,079  | 5,397,079   | -153,000       |
| Senior Vice President            | Mark Liu         | 10,027,792   | 9,957,792   | -70,000        |
| Vice President                   | J. B. Chen       | 6,985,645  | 6,835,645   | -150,000       |
| Vice President                   | M. C. Tzeng      | 5,345,601  | 5,336,601   | -9,000         |
| Vice President & General Counsel | Richard Thurston | 2,254,211  | 2,244,211   | -10,000        |
| Vice President                   | Wei Jen Lo       | 522,552  | 507,552   | -15,000        |
| Senior Director                  | L.C. Tu          | 7,985,827  | 7,953,827   | -32,000        |

2) The pledge and clear of pledge of TSMC common shares by our directors, supervisors, executive officers and shareholders who own more than 10% of total outstanding common shares: None.

3) The acquisition of assets:

| <i>Description of assets</i>       | <i>Purchase price</i> |
|------------------------------------|-----------------------|
| Machinery Equipment                | NT\$1,232,942,176     |
| Facility and engineering equipment | NT\$854,295,000       |
| Bond Funds                         | NT\$1,200,000,000     |
| Corporate Bonds                    | US\$ 9,990,400        |

4) The disposition of assets: None.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Taiwan Semiconductor Manufacturing  
Company Ltd.

Date: February 24, 2006

By /s/ Lora Ho  
Lora Ho  
Vice President & Chief Financial  
Officer