

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

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT
TO RULES 13d-1 (b), (c), AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2 (b)

(AMENDMENT NO. 1)*

CHARTERED SEMICONDUCTOR MANUFACTURING LTD
(Name of Issuer)

ORDINARY SHARES, S\$0.26 PAR VALUE
(Title of Class of Securities)

16133R106
(CUSIP Number)

November 29, 2002
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which Schedule is
filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 or otherwise subject to the liabilities of that section of the Act but
shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 16133R106

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Merrill Lynch & Co., Inc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

6 SHARED VOTING POWER

54,969,685 ordinary shares. MLI also owns
convertible bonds convertible into 342,008 ordinary
shares

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

54,969,685 ordinary shares. MLI also owns
convertible bonds convertible into 342,008 ordinary
shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
54,969,685 ordinary shares; convertible bonds convertible into
342,008 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2% as at November 29, 2002. Including the ordinary shares into which the convertible bonds are convertible, the reporting person additionally beneficially owns less than 0.1% of the ordinary shares. The aggregate percentage beneficially owned by the reporting person is therefore 2.2% of the ordinary shares.

12 TYPE OF PERSON REPORTING*

HC, CO

* SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13G

CUSIP No. 16133R106

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Merrill Lynch, Pierce, Fenner & Smith Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

14,400 ordinary shares

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

6 SHARED VOTING POWER

54,969,685 ordinary shares. MLI also owns convertible bonds convertible into 342,008 ordinary shares

7 SOLE DISPOSITIVE POWER

14,400 ordinary shares

8 SHARED DISPOSITIVE POWER

54,969,685 ordinary shares. MLI also owns convertible bonds convertible into 342,008 ordinary shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,969,685 ordinary shares; convertible bonds convertible into
342,008 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2% as at November 29, 2002. Including the ordinary shares into which the convertible bonds are convertible, the reporting person additionally beneficially owns less than 0.1% of the ordinary shares. The aggregate percentage beneficially owned by the reporting person is therefore 2.2% of the ordinary shares.

12 TYPE OF PERSON REPORTING*

BD, CO

* SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13G

 CUSIP No. 16133R106

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Merrill Lynch International

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 England

5 SOLE VOTING POWER
 54,955,285 ordinary shares. MLI also owns
 convertible bonds convertible into 342,008 ordinary
 shares

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON WITH

6 SHARED VOTING POWER
 54,969,685 ordinary shares. MLI also owns
 convertible bonds convertible into 342,008 ordinary
 shares

7 SOLE DISPOSITIVE POWER
 54,955,285 ordinary shares. MLI also owns
 convertible bonds convertible into 342,008 ordinary
 shares

8 SHARED DISPOSITIVE POWER
 54,969,685 ordinary shares. MLI also owns
 convertible bonds convertible into 342,008 ordinary
 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 54,969,685 ordinary shares; convertible bonds convertible into
 342,008 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 2.2% as at November 29, 2002. Including the ordinary shares into which
 the convertible bonds are convertible, the reporting person additionally
 owns less than 0.1% of the ordinary shares. The aggregate percentage
 owned by the reporting person is therefore approximately 2.2% of the
 ordinary shares.

12 TYPE OF PERSON REPORTING*
 BD, CO

* SEE INSTRUCTIONS BEFORE FILLING OUT

ITEM 1(a). NAME OF ISSUER

The name of the issuer is Chartered Semiconductor Manufacturing Ltd, a
 company organized under the laws of the Republic of Singapore (the
 "Issuer").

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The principal executive offices of the Issuer are located at 60
 Woodlands Industrial Park D, Street 2, Singapore 738406.

ITEM 2(a). NAME OF PERSON FILING

The persons filing this Statement are (i) Merrill Lynch & Co. Inc.,
 ("ML & Co."), a company organized under the laws of the State of
 Delaware, (ii) Merrill Lynch, Pierce, Fenner & Smith Incorporated
 ("MLPFS") and (iii) Merrill Lynch International Ltd., a company
 organized under the laws of England ("MLI") and an indirect, wholly
 owned subsidiary of ML & Co.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

Merrill Lynch & Co.
World Financial Center, North Tower
250 Vesey Street
New York, NY 10381

Merrill Lynch, Pierce, Fenner & Smith Incorporated
World Financial Center, North Tower
250 Vesey Street
New York, NY 10381

Merrill Lynch International
Ropemaker Place
25 Ropemaker Street
London EC2Y 9LY

ITEM 2(c). CITIZENSHIP

See Item 4 of Cover Pages

ITEM 2(d). TITLE OF CLASS OF SECURITIES

Ordinary Shares, S\$0.26 par value per share (the "Ordinary Shares").

ITEM 2(e). CUSIP NUMBER

See Cover Page

ITEM 3.

ML & Co. is a parent holding company in accordance with Rule 13d-1(b)(1)(ii)(G).

MLPFS is a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934.

MLI, a London-based broker-dealer in securities, is a member of the International Securities Markets Association and its activities are regulated by the U.K. Securities and Futures Authority Limited and the London Stock Exchange. MLI is eligible to file this statement of beneficial ownership on Schedule 13G pursuant to a November 24, 1993 no-action letter from the Securities and Exchange's Commission's Division of Corporation Finance (1993 SEC No-Act. LEXIS 1121 (November 24, 1993)).

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Item 5 of Cover Pages

(ii) Shared power to vote or to direct the vote

See Item 6 of Cover Pages

(iii) Sole power to dispose or to direct the disposition

See Item 7 of Cover Pages

(iv) Shared power to dispose or to direct the disposition

See Item 8 of Cover Pages

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

ML & Co. is a parent holding company.

MLPFS is a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934. MLPFS is a wholly owned direct subsidiary of ML & Co.

MLI is a London-based broker-dealer in securities which provides its customers with general investment banking, advisory, dealing and corporate finance services, organized under the laws of England and Wales. MLI is an indirect wholly owned subsidiary of ML & Co.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Although ML & Co., MLPFS and MLI are affiliates and have determined to file jointly, the reporting persons are of the view that their affiliation does not cause them to be acting as a group with in the meaning of Rule 13d-5 under the Securities Exchange Act of 1934 (the "1934 Act").

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATIONS

By signing below, each of the undersigned certifies that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Merrill Lynch & Co., Inc.

December 9, 2002

/s/ Lawrence M. Egan Jr.

Name: Lawrence M. Egan Jr.
Title: Attorney-in-Fact*

Merrill Lynch, Pierce, Fenner & Smith
Incorporated

December 9, 2002

/s/ Lawrence M. Egan Jr.

Name: Lawrence M. Egan Jr.
Title: Attorney-in-Fact**

Merrill Lynch International

December 9, 2002

/s/ J. David Montague

Name: J. David Montague
Title: Director***

* Executed pursuant to a Power of Attorney, dated November 17, 1995, a copy of which is attached as Exhibit A to Schedule 13G filed by Merrill Lynch & Co, Inc. on November 12, 2002.

** Executed pursuant to a Power of Attorney, dated February 25, 1995, a copy of which is attached as Exhibit B to Schedule 13G filed by Merrill Lynch & Co, Inc. on November 12, 2002.

*** Evidence of authority to sign on behalf of MLI is set forth in a Certificate of Incumbency dated November 6, 2002 and included as Exhibit C to Schedule 13G filed by Merrill Lynch & Co, Inc. on November 12, 2002.