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RINKER GROUP LTD
Form F-6
October 10, 2003

As filed with the U.S. Securities and Exchange Commission on October 9, 2003
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

Rinker Group Limited
ABN 53 003 433 118

(Exact name of issuer of deposited securities as specified in its charter)

Not applicable
(Translation of issuer's name into English)

New South Wales, Australia
(Jurisdiction of incorporation or organization of issuer)

JPMorgan Chase Bank
(Exact name of depositary as specified in its charter)

4 New York Plaza, New York, NY 10004
Telephone (212) 623-0636
(Address, including zip code, and telephone number, including area
code, of depositary's principal executive offices)

Tom Burmeister
Chief Financial Officer
Rinker Group Limited
c/o Rinker Materials Corporation
1501 Belvedere Road
West Palm Beach, Florida 33406
(800) 226-5521
(Address, including zip code, and telephone number, including area code,
of agent for service)

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

John O'Connor, Esq.
Waldo D. Jones, Jr., Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

It is proposed that this filing become effective under Rule 466
___ immediately upon filing
___ on (Date) at (Time)

If a separate registration statement has been filed to register the
deposited shares, check the following box. ___

CALCULATION OF REGISTRATION FEE

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| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit (1) | Proposed aggregate price |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------|--------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 10 ordinary shares of Rinker Group Limited | 100,000,000 American Depositary Shares | \$5.00 | \$5,000 |

- (1) Each Unit represents 100 American Depositary Shares.
- (2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| (1) Name and address of Depositary | Introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |

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| | | |
|--------|-------------------------------------------------------------------------------------------------------------------|------------------------------------|
| (iii) | Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) | Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) | Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) | Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (11) |
| (vii) | Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) | Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Paragraph (3) |
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), and (5) |
| (x) | Limitation upon the liability of the Depositary | Paragraph (14) |
| (3) | Fees and Charges | Paragraph (7) |

Item 2. AVAILABLE INFORMATION

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
| ----- | ----- |
| (b) Statement that Rinker Group Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Securities and Exchange Commission | Paragraph (8) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Deposit Agreement dated as of _____, 2003 among Rinker Group Limited, JPMorgan Chase Bank, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. Not applicable.

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(f) Power of Attorney. Filed herewith as Exhibit (f).

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depository undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on October 9, 2003.

Legal entity created by the form of
Deposit Agreement for the issuance
of ADRs evidencing American
Depositary Shares

By: JPMORGAN CHASE BANK, as Depository

By: /s/Joseph M. Leinhauser

Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Rinker Group Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this

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Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on October 9, 2003.

RINKER GROUP LIMITED

By: /s/Tom Burmeister

Name: Tom Burmeister
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated as of October 9, 2003.

| Signatures ----- | Title ----- |
|---------------------------------|----------------------------------------------------------------------------------------------------------------------|
| * ----- | David Clarke (Principal Executive Officer and Director) |
| /s/ Tom Burmeister ----- | Tom Burmeister (Principal Financial and Accounting Officer and Authorized Representative in the United States) |
| * ----- | John Morschel Chairman of the Board of Directors |
| * ----- | John Arthur Director |
| * ----- | Marshall Criser Director |
| * ----- | John Ingram Director |
| * ----- | Walter Revell Director |
| By: /s/ Tom Burmeister ----- | |
| Name: Tom Burmeister | |
| Title: Attorney-in-Fact | |

INDEX TO EXHIBITS

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Exhibit
Number

Sequentially
Numbered Page

- (a) Form of Deposit Agreement.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the
Depositary, as to the legality of the securities to be registered.
- (f) Power of Attorney