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BALLARD POWER SYSTEMS INC  
Form SC 13D/A  
February 03, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\*

BALLARD POWER SYSTEMS INC.

-----  
(Name of Issuer)

Common Shares

-----  
(Title of Class of Securities)

05858H 10 4

-----  
(CUSIP Number)

Michael Winkler  
DaimlerChrysler AG  
Epplestrasse 225  
70546 Stuttgart  
Germany  
Tel: 011-49-711-17-22930

Holly E. Leese  
DaimlerChrysler North America Holding  
Corporation  
1000 Chrysler Drive  
Auburn Hills, Michigan 48362-2766  
Tel: (248) 512-3984

-----  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

January 12, 2005

-----  
(Date of Event which Requires Filing of  
this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

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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 ("Act") 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).

Page 2 of 8 Pages

CUSIP NO. 058584 10 4

1 Name of Reporting Person/I.R.S. Identification No. of above persons  
(entities only)

DaimlerChrysler AG

2 Check the Appropriate box if a member of a group (a)  [X]  
(b)  [ ]

3 SEC use only

4 Source of funds (See Instructions)

WC, OO

5 Check box if disclosure of legal proceedings is required pursuant  
to items 2(d) or 2(e)  [ ]

6 Citizenship or place of organization

Federal Republic of Germany

|  |    |                          |            |
|--|----|--------------------------|------------|
|  | 7  | Sole voting power        |            |
|  |    |                          | 20,538,503 |
|  | 8  | Shared voting power      |            |
|  |    |                          | 1,547,489  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY OWNED<br>BY EACH REPORTING<br>PERSON<br>WITH | 9  | Sole dispositive power   |            |
|  |    |                          | 20,538,503 |
|  | 10 | Shared dispositive power |            |
|  |    |                          | 1,547,489  |

11 Aggregate amount beneficially owned by each reporting person

22,085,992

12 Check box if the aggregate amount in row (11) excludes certain  
shares (See Instructions)  [ ]

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-----  
13 Percent of class represented by amount in row (11)

17.9%

-----  
14 Type of reporting person (See Instructions)

CO  
-----

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CUSIP NO. 058584 10 4

-----  
1 Name of Reporting Person/I.R.S. Identification No. of above persons  
(entities only)

DaimlerChrysler North America Holding Corporation  
IRS Identification Number: 22-1760935

-----  
2 Check the Appropriate box if a member of a group (a)  [X]  
(b)  [ ]

-----  
3 SEC use only

-----  
4 Source of funds (See Instructions)

OO

-----  
5 Check box if disclosure of legal proceedings is required pursuant  
to items 2(d) or 2(e)  [ ]

-----  
6 Citizenship or place of organization

Delaware

-----  
7 Sole voting power

-0-

-----  
8 Shared voting power

1,547,489

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

-----  
9 Sole dispositive power

-0-

-----  
10 Shared dispositive power

1,547,489

-----  
11 Aggregate amount beneficially owned by each reporting person

1,547,489

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-----  
12 Check box if the aggregate amount in row (11) excludes certain shares (See Instructions) [ ]  
-----  
13 Percent of class represented by amount in row (11)  
1.3%  
-----  
14 Type of reporting person (See Instructions)  
CO  
-----

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This Amendment No. 2 amends and corrects the Statement on Schedule 13D filed on December 10, 2001 ("Schedule 13D") by DaimlerChrysler AG ("DaimlerChrysler") and DaimlerChrysler North America Holding Corporation ("DCNAH," and with DaimlerChrysler, the "Reporting Persons"), as amended by Amendment No. 1 to the Schedule 13D filed on January 19, 2005 ("Amendment No. 1") with respect to the Common Shares of Ballard Power Systems Inc., a Canadian corporation.

ITEM 2 - IDENTITY AND BACKGROUND

The second paragraph of Item 2 in Amendment No. 1 is hereby amended and restated by deleting it in its entirety and substituting the following:

"DaimlerChrysler is a manufacturing company engaged in the development, manufacture, distribution and sale of a wide range of automotive products. DCNAH is a holding company owning all of DaimlerChrysler's North American subsidiaries. DaimlerChrysler's "seat" (essentially the equivalent of principal place of business under U.S. law) and principal executive offices are located at Epplestrasse 225, 70567 Stuttgart, Germany. DCNAH's principal place of business and principal executive offices are located at 1000 Chrysler Drive, Auburn Hills, Michigan, 48326-2766."

Information concerning the name, business address, principal occupation and citizenship of the Board of Management of DaimlerChrysler contained in Exhibit 1 to Amendment No. 1 is hereby amended and restated by deleting it in its entirety and substituting the following:

"2. BOARD OF MANAGEMENT

NAME AND BUSINESS ADDRESS

PRINCIPAL OCCUPATION

-----  
Prof. Jurgen E. Schrempp  
Epplestrasse 225  
70567 Stuttgart  
Germany

-----  
Chairman of the Board of Management

Dr. rer. pol. Eckard Cordes  
Epplestrasse 225  
70567 Stuttgart  
Germany

Board of Management Member

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Guenther Fleig Board of Management Member  
Epplestrasse 225  
70567 Stuttgart  
Germany

Dr. phil. Rudiger Grube Board of Management Member  
Epplestrasse 225  
70567 Stuttgart  
Germany

Prof. Jurgen Hubbert Board of Management Member  
Epplestrasse 225  
70567 Stuttgart  
Germany

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NAME AND BUSINESS ADDRESS

PRINCIPAL OCCUPATION

-----

-----

Andreas Renschler  
Epplestrasse 225  
70567 Stuttgart  
Germany

Board of Management Member

Thomas W. Sidlik  
Epplestrasse 225  
70567 Stuttgart  
Germany

Board of Management Member

Bodo Uebber  
Epplestrasse 225  
70567 Stuttgart  
Germany

Board of Management Member

Dr. -Ing. Thomas Weber  
Epplestrasse 225  
70567 Stuttgart  
Germany

Board of Management Member

Dr. -Ing. Dieter Zetsche  
Epplestrasse 225  
70567 Stuttgart  
Germany

Board of Management Member

Thomas W. Lasorda  
Epplestrasse 225  
70567 Stuttgart  
Germany"

Deputy Member of Board of Management

ITEM 7 - MATERIAL TO BE FILED AS EXHIBITS

The following exhibits are filed in connection with this Amendment No. 2 to the Schedule 13D:

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Exhibit 1. Agreement of DaimlerChrysler and DCNAH to file Schedule 13D jointly, dated February 2, 2005.

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SIGNATURE

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

Dated as of February 2, 2005.

DAIMLERCHRYSLER AG

By: /s/ Wolfgang Bauder

-----  
Name: Dr. Wolfgang Bauder  
Title: Senior Counsel

By: /s/ Wolfgang Herb

-----  
Name: Dr. Wolfgang Herb  
Title: Associate General Counsel

Page 7 of 8 Pages

SIGNATURE

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

Dated as of February 2, 2005.

DAIMLERCHRYSLER NORTH AMERICA HOLDING CORPORATION

By: /s/ Byron C. Babbish

-----  
Name: Byron C. Babbish  
Title: Assistant Secretary

INDEX TO EXHIBITS

| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
| 1                    | Agreement of DaimlerChrysler and DCNAH to file Schedule 13D jointly, dated February 2, 2005. |