

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

Schedule TO/A

**(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1)
of the Securities Exchange Act of 1934
(Amendment No. 24)**

RINKER GROUP LIMITED

ABN 53 003 433 118

(Name of Subject Company (issuer))

**CEMEX Australia Pty Ltd
ACN 122 401 405**

CEMEX, S.A.B. de C.V.

(Names of Filing Persons (offerors))

Ordinary shares

American Depositary Shares (each representing five ordinary shares)

(Titles of Classes of Securities)

Ordinary Shares, ISIN AU000000RIN3

American Depositary Shares, CUSIP 76687M101, ISIN US76687M1018

(CUSIP and ISIN Numbers of Classes of Securities)

**Mr. Ramiro G. Villarreal Morales
General Counsel
Av. Ricardo Margain Zozaya #325,
Colonia Valle del Campestre,
Garza Garcia, Nuevo Leon, Mexico 66265**

+52 81 8888 8888

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:
Richard Hall
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾	Amount of Filing Fee⁽²⁾
\$3,262,941,077	\$100,172

⁽¹⁾ Estimated solely for the purpose of calculating the filing fee in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934 (the "Exchange Act"), the transaction valuation is calculated by multiplying (i) 895,059,958 ordinary shares, which is the maximum number of ordinary shares of Rinker Group Limited, including 22,479,805 ordinary shares represented by 4,495,961 ADSs (according to documents filed by Rinker with the Australian Stock Exchange), subject to the Offer, by (ii) 23%, which is the percentage of US Holders of Rinker Securities (according to Rinker's annual report on Form 20-F filed on May 23, 2006), and by (iii) the purchase price of \$15.85 in cash for each ordinary share and \$79.25 for each ADS. Terms used and not defined in the preceding sentence are defined below.

⁽²⁾ The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Advisory No. 6 for the fiscal year 2007, equals \$30.70 per \$1,000,000 of transaction valuation. \$286,357 was paid on November 14, 2006, in accordance with Fee Advisory No. 3 for Fiscal Year 2007.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$286,357

Form or Registration No.: Schedule TO

Filing Party: CEMEX Australia Pty Ltd, ACN 122 401 405,
CEMEX, S.A.B. de C.V.

Date Filed: November 14, 2006

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

This Amendment No. 24 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 14, 2006 (the "Schedule TO") and amended thereafter. The Schedule TO, as amended, relates to the offer by CEMEX Australia Pty Ltd ("Bidder"), a proprietary company registered under the laws of Victoria, Australia and an indirect wholly-owned subsidiary of CEMEX, S.A.B. de C.V. ("CEMEX"), to acquire all the outstanding ordinary shares and American depositary shares of Rinker Group Limited, a public company registered under the laws of New South Wales, Australia ("Rinker"), upon the terms and subject to the conditions of the offer (the "Offer") (including, if the Offer is extended or amended, the terms and conditions of any such extension or amendment), as described in the Bidder's Statement, dated October 30, 2006 (as amended, the "Bidder's Statement"). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO, as amended. Capitalized terms used herein that are not otherwise defined have the meanings given to them in the Bidder's Statement.

Item 11. Additional Information.

On July 10, 2007, CEMEX issued a Press Release announcing that, having acquired more than 90% of the Rinker shares, it will now proceed to compulsorily acquire all Rinker shares which are not acquired under the Offer. This Press Release is attached as Exhibit (a)(5)(G) hereto.

On July 10, 2007, CEMEX also lodged a compulsory acquisition notice with the Australian Securities and Investments Commission. This compulsory acquisition notice will be sent to the remaining Rinker shareholders together with a covering letter and a consideration election form. Such compulsory acquisition notice, covering letter and consideration election form are attached as Exhibit (a)(5)(H), Exhibit (a)(5)(I) and Exhibit (a)(5)(J), respectively, hereto.

Item 12. Exhibits.

Exhibit	Description
(a)(5)(G)	Press Release of CEMEX dated July 10, 2007
(a)(5)(H)	Notice of Compulsory Acquisition Following Takeover Bid
(a)(5)(I)	Letter to Rinker Shareholders dated July 10, 2007
(a)(5)(J)	Consideration Election Form

SIGNATURES

After due 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.

Dated: July 10, 2007

CEMEX Australia Pty Ltd

By: /s/ Ramiro G. Villarreal Morales

Name: Ramiro G. Villarreal Morales

Title: Director

CEMEX, S.A.B. de C.V.

By: /s/ Ramiro G. Villarreal Morales

Name: Ramiro G. Villarreal Morales

Title: General Counsel

Exhibit Index.

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(a)(5)(J)	Consideration Election Form

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Jorge Pérez
(52-81) 8888-4334

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Martin Debelle
(61-2) 9252-0622



CEMEX ACQUIRES MORE THAN 90% OF RINKER CEMEX COMMENCES COMPULSORY ACQUISITION

MONTERREY, MEXICO, July 10, 2007.- CEMEX S.A.B. de C.V. (NYSE: CX) announced today that it has a relevant interest in more than 90% of the shares of Rinker Group Limited ("Rinker") (ASX: RIN, NYSE ADR: RIN) as a result of acceptances received under its Offer to acquire Rinker shares.

In accordance with its stated intentions, CEMEX will now proceed to compulsorily acquire all Rinker shares which are not acquired under the Offer. Attached is a compulsory acquisition notice which has been lodged with the Australian Securities & Investments Commission. This notice will be sent to the remaining Rinker shareholders together with the attached covering letter and consideration election form.

The Offer will close at 7.00pm (Sydney time) / 5.00am (New York time) on Monday July 16, 2007.

CEMEX is a growing global building solutions company that provides high quality products and reliable service to customers and communities in more than 50 countries throughout the world. CEMEX has a rich history of improving the well-being of those it serves through its efforts to pursue innovative industry solutions and efficiency advancements and to promote a sustainable future. For more information, visit www.cemex.com.

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This document includes "forward-looking statements." These statements contain the words "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning. All statements other than statements of historical facts included in this document, including, without limitation, those regarding CEMEX's financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to CEMEX's products and services) are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of CEMEX to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding CEMEX's operations and present and future business strategies and the environment in which CEMEX will operate in the future. These forward-looking statements speak only as of the date of this document. Accordingly, there can be no assurance that such statements, estimates or projections will be realized. None of the projections or assumptions in this document should be taken as forecasts or promises nor should they be taken as implying any indication, assurance or guarantee that the assumptions on which such projections have been prepared are correct or exhaustive or, in the case of assumptions, fully stated in this press release. CEMEX expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking information contained herein to reflect any change in CEMEX's results or expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, except as required by law. The projections and forecasts included in the forward-looking statements herein were not prepared in accordance with published guidelines of the American Institute of Certified Public Accountants, the Commission or any similar body or guidelines regarding projections and forecasts, nor have such projections or forecasts been audited, examined or otherwise reviewed by the independent auditors of the Company. You should not place undue reliance on these forward-looking statements.

July 2001

ASIC registered agent number 269 - Sydney
lodging party or agent name Allens Arthur Robinson
 office, level, building name or PO Box no Level 28, Deutsche Bank Place
 street number & name Corner of Hunter and Phillip Streets
 suburb/city Sydney state/territory NSW postcode 2000
 telephone ()
 facsimile ()
 DX number suburb/city
 Ref RXKS:ALWS

ASS. REQ-A
 CASH. REQ-P
 PROC

Australian Securities & Investments Commission

form **6021**

Notice of
compulsory acquisition
following takeover bid

Corporations Act 2001
 661B(1)(a)

To the person whose name and address are set out in the enclosed letter

Securities of Rinker Group Limited (ABN 53 003 433 118) (the "Company")

1. Under an Off Market Bid, offers were made by CEMEX Australia Pty Limited (ACN 122 401 405) in respect of the acquisition of:
 - ordinary shares in the Company ("Shares"); and
 - American depository shares issued by JPMorgan Chase Bank, N.A., in its capacity as the depository of the Company's American Depository Receipt program, with each American depository share representing beneficial interests in 5 Shares.

The offers are scheduled to close on Monday 16 July 2007 at 7.00pm (Sydney time) / 5.00am (New York time).
2. You are, or are entitled to be, registered as the holder of Shares in respect of which an offer was made, but have not accepted the takeover offer.
3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection 661A(1) of the Act to compulsorily acquire your Shares and desires to acquire those Shares.
4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
5. You are entitled, within one month after being given this notice, or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your Shares:

- **OPTION 1:**

US\$15.85 per Share converted into, and then paid to you in, Australian dollars using the exchange rate determined in accordance with Annexure A

- **OPTION 2:**

- a fixed Australian dollar amount of AS\$19.50 for your first 2,000 Shares (or for all your Shares if you hold 2,000 Shares or less); and
- for your remaining Shares (if any), US\$15.85 per Share converted into, and then paid to you in, Australian dollars using the exchange rate determined in accordance with Annexure A

- **OPTION 3:**

US\$15.85 per Share payable to you in US dollars

- **OPTION 4:**

- a fixed Australian dollar amount of AS\$19.50 for your first 2,000 Shares (or for all your Shares if you hold 2,000 Shares or less); and
- for your remaining Shares (if any), US\$15.85 per Share payable to you in US dollars

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your Shares, the form of consideration that will apply is OPTION 3, unless your registered address is in Australia in which case the form of consideration that will apply is OPTION 1.

6. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
7. The bidder is entitled and bound to acquire the Shares on the terms that applied under the takeover bid immediately before the end of the offer period.
8. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.


Signature

print name Ramiro Villarreal

capacity Director

sign here



date 10 July 2007

Annexure "A" to Form 6021

This is Annexure "A" of 1 page referred to in the Form 6021 signed by me and dated 10 July 2007.



Ramiro Villarreal, Director

Calculation of exchange rate for OPTION 1 and OPTION 2¹

If you elect to have part or all of your consideration on compulsory acquisition converted into, and then paid in, Australian dollars (ie. if you elect OPTION 1 or OPTION 2, or if OPTION 1 will otherwise apply to you), Bidder will pay any charges associated with such conversion, and the exchange rate at which consideration will be converted into Australian dollars will be the average of the WM/Reuters Intraday Mid Spot Rates during the period commencing on:

- the last day of the Takeover Offer Period; or
- if the Form 6021 is given before the last day of the Takeover Offer Period, on the date they are given,²

and ending three Business Days prior to the date Bidder makes payment in accordance with the compulsory acquisition provisions of the Corporations Act.

In all cases, fluctuations in exchange rates are at your risk if you elect OPTION 1 or OPTION 2, or if OPTION 1 will otherwise apply to you.

In this Annexure A:

- "Bidder" means CEMEX Australia Pty Ltd;
- "Business Day" means a day on which banks are generally open for business in Sydney, Australia (other than a Saturday or a Sunday);
- "Takeover Offer Period" means the period during which the takeover offer described in the Form 6021 remains open in accordance with its terms; and
- "WM/Reuters Intraday Mid Spot Rates" means the AS to US\$ mid rates calculated hourly by The WM Company from 6am to 10pm (London time) on each weekday (excluding certain public holidays when no calculations are made) based on information sourced from Reuters Group PLC. Further information about The WM Company can be obtained from its website at www.wmcompany.com. CEMEX publishes an average of the WM/Reuters Intraday Mid Spot Rates for each day on its website at www.cemex.com.

¹ As disclosed in the First Supplementary Bidder's Statement dated 8 December 2006, pages 4 to 5.

² According to section 661B(3) of the Corporations Act, if this notice (Form 6021) is sent by post it is taken to be given 3 days after it was posted. This notice will be posted on 11 July 2007.



10 July 2007

**IF YOU HAVE ALREADY ACCEPTED THE CEMEX OFFER FOR YOUR SHARES,
PLEASE IGNORE THIS LETTER AND THE ACCOMPANYING DOCUMENTS**

Dear Rinker Shareholder

CEMEX Australia Pty Ltd - takeover bid for Rinker Group Limited**Notice of compulsory acquisition**

As you are aware, CEMEX Australia Pty Limited (**CEMEX**), a wholly-owned subsidiary of CEMEX S.A.B. de C.V., has offered to acquire all of your shares in Rinker Group Limited (**Rinker**) under a takeover bid (the **Offer**).

On 10 July 2007, CEMEX announced that it had acquired a relevant interest in more than 90% of the Rinker shares, as a result of acceptances received under the Offer, and that it would proceed to compulsorily acquire all remaining Rinker shares.

Enclosed is an ASIC Form 6021 which is a formal notice of compulsory acquisition. Please read this form carefully.

Please note that the Offer will close at 7.00pm (Sydney time) / 5.00am (New York time) on Monday 16 July 2007.

Under compulsory acquisition, you can elect the form in which you are paid the consideration for your shares. You have 4 payment options to choose from – these options are the same as those available in connection with the Offer. In order to make your election please complete the enclosed Consideration Election Form and send it to Computershare Investor Services Pty Limited (**Computershare**) using the enclosed reply paid envelope. If you wish to make an election your Consideration Election Form must be received by Computershare by 16 August 2007 (or by such later time as permitted by the Corporations Act). If you do not make an election, or do not make a valid election, then payment will be made as if you chose:

- Option 1 (US\$15.85 per share, converted into Australian dollars using the exchange rate mechanism set out in the compulsory acquisition notice) if your address in the Rinker register of shareholders is in Australia; or
- Option 3 (US\$15.85 per share) if your address in the Rinker register of shareholders is outside of Australia.

At completion of the compulsory acquisition process (usually 4 to 6 weeks although this may be longer in certain circumstances), CEMEX will provide to Rinker the cash consideration for the Rinker shares that are compulsorily acquired. Rinker will hold that cash consideration in trust for holders of the Rinker shares that are compulsorily acquired. Rinker will contact you separately in relation to the procedure for claiming payment.

Yours faithfully

CEMEX Australia Pty Limited

Hector Medina
Director



Computershare
Please return completed form to:
Computershare Investor Services Pty Limited
GPO Box 2237 Melbourne
Victoria 8060 Australia
Enquiries (within Australia) 1300 721 344
(within the US) (866) 244 1296
(elsewhere) 613 9415 4344
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com

A

000001
000
SAM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I N D

Use a black pen.
Print in CAPITAL letters
inside the grey areas.

A	B	C	1	2	3
---	---	---	---	---	---

Securityholder details	
Subregister	Issuer/CHESS
Your holding of shares in Rinker Group Limited	123456789012

Consideration Election Form

USE THIS FORM TO ELECT THE CONSIDERATION REQUIRED FOR ALL YOUR ORDINARY SHARES IN RINKER GROUP LIMITED ("RINKER SHARES") ARE COMPULSORILY ACQUIRED. PLEASE READ THE INSTRUCTIONS OVERLEAF WHEN COMPLETING THIS FORM.

A **OPTION 1** - I/We elect to receive US\$15.85 per Rinker Share converted into, and then paid to me/us in, Australian dollars for all of the Rinker Shares that I/we hold.

C **OPTION 3** - I/We elect to receive US\$15.85 per Rinker Share paid to me/us in US dollars for all of the Rinker Shares that I/we hold.

B **OPTION 2** - I/We wish to receive:

- (i) a fixed Australian dollar amount of A\$19.50 per Rinker Share for the first 2,000 Rinker Shares that I/we hold (or for all of my/our Rinker Shares if I/we hold 2,000 Shares or less); and
- (ii) for the remaining Rinker Shares that I/we hold (if any), US\$15.85 per Rinker Share converted into, and then paid to me/us in, Australian dollars.

D **OPTION 4** - I/We wish to receive:

- (i) a fixed Australian dollar amount of A\$19.50 per Rinker Share for the first 2,000 Rinker Shares that I/we hold (or for all of my/our Rinker Shares if I/we hold 2,000 Shares or less); and
- (ii) for the remaining Rinker Shares that I/we hold (if any), US\$15.85 per Rinker Share paid to me/us in US dollars.

E Please complete this form if you wish to elect which consideration to receive for ALL of your Rinker Shares which are to be compulsorily acquired. If you do not make an election, the form of consideration that will apply is **OPTION 3**, unless your registered address is in Australia in which case the form of consideration that will apply is **OPTION 1**.

F **Contact details**

Please provide your contact details in case we need to speak to you about this form.

Name of contact person

Contact person's daytime telephone number

G **Sign here - This section must be signed for your instructions to be executed**

I/We make this election of consideration in respect of all my/our Rinker Shares which are to be compulsorily acquired by CEMEX Australia Pty Ltd subject to and in accordance with the Corporations Act 2001 (Cth).

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Individual or Securityholder 2

Director

Individual or Securityholder 3

Director/Company Secretary

The directors reserve the right to make amendments to this form where appropriate. Please refer to the lodgement instructions overleaf. This is an important document and requires your immediate attention. If you are in any doubt about how to deal with it, please consult your financial or other professional advisor.





How to complete this form

Acceptance of the takeover offer

A If you wish to receive OPTION 1, please mark this box.
Note: The amount of US\$15.85 per Rinker Share will be converted at an exchange rate determined in accordance with Annexure A of the Form 6021 ('Notice of compulsory acquisition following takeover bid') which you will have received with this form. CEMEX Australia Pty Ltd will pay any charges associated with such conversion.

B If you wish to receive OPTION 2, please mark this box.
Note: In respect of paragraph (ii), the amount of US\$15.85 per Rinker Share will be converted at an exchange rate determined in accordance with Annexure A of the Form 6021 ('Notice of compulsory acquisition following takeover bid') which you will have received with this form. CEMEX Australia Pty Ltd will pay any charges associated with such conversion.

C If you wish to receive OPTION 3, please mark this box.

D If you wish to receive OPTION 4, please mark this box.

E **How to select your consideration**
If you wish to elect which consideration you are to receive for your Rinker shares to be compulsorily acquired by CEMEX Australia Pty Ltd please complete and return this form to CEMEX Australia Pty Ltd's share registry at the address shown on this form.

F **Contact Details**
Enter your contact details. These are not compulsory but will assist us if we need to contact you.

G **Signature(s)**
You must sign the form as follows in the space provided:

Joint holding:	where the holding is in more than one name all of the securityholders must sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the registry. Alternatively, attach a certified copy of the Power of Attorney to this form when you return it.
Deceased Estate:	all executors must sign and, if not already noted by the registry, a certified copy of Probate or Letters of Administration must accompany this form.
Companies:	this form must be signed by either 2 Directors or a Director and a Company Secretary. Alternatively, where the company has a Sole Director and, pursuant to the Corporations Act, there is no Company Secretary, or where the Sole Director is also the Sole Company Secretary, that Director may sign alone.

Delete titles as applicable.

Registration Name(s)

The Rinker Shares are currently registered in the name(s) printed on the front of this form. Your consideration will be issued (and paid, if applicable) to Rinker Group Limited ("Rinker") to be held on trust by Rinker in the names as they appear on the Rinker register. If you have recently bought or sold any Rinker Shares, your holding may differ from that shown overleaf. If so, please write in your current holding and initial the alteration. If you have already sold all your Rinker Shares shown overleaf, do not keep or return this form.

Lodgement of Consideration Election Form

Subject to the Corporations Act 2001 (Cth), Consideration Election Forms must be received at the Melbourne office of Computershare Investor Services Pty Limited by no later than 7.00pm AEST on 16 August 2007 (or by a later time as permitted by the Corporation Act).
Return the Transfer and Acceptance Form to:

Postal Address		Hand Delivery
Computershare Investor Services Pty Limited	OR	Computershare Investor Services Pty Limited
GPO Box 2237		Yarra Falls
MELBOURNE VIC 8060		452 Johnston Street
		ABBOTSFORD VIC 3067

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail privacy@computershare.com.au

This form may not be used to effect an address change.

Please return the completed form in the envelope provided or to the address opposite:

Computershare Investor Services Pty Limited
GPO Box 2237
Melbourne VIC 8060
Australia

0146_38920

1 T K A C

R I N _ T K O

