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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(RULE 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1)
OR SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934.
(AMENDMENT NO. 2)

SOUTHDOWN, INC.
(Name of Subject Company (issuer))

CENA ACQUISITION CORP.
CEMEX, S.A. de C.V.
(Names of Filing Persons (offerors))

COMMON STOCK, PAR VALUE \$1.25 PER SHARE;
RIGHTS TO PURCHASE PREFERRED STOCK
(Title of Class of Securities)

841297104
(CUSIP Number of Class of Securities)

RAMIRO VILLARREAL
CEMEX, S.A. de C.V.
AVE. CONSTITUCION 444 PTE.
MONTERREY, NUEVO LEON, MEXICO 64000
TELEPHONE: (011-528) 328-3000
(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing persons)

COPIES TO:

Randall H. Doud, Esq. Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, N.Y. 10036 Telephone: 212-735-3000	Frank Ed Bayouth II, Esq. Skadden, Arps, Slate, Meagher & Flom LLP 1600 Smith Street, Suite 4400 Houston, Texas 77002 Telephone: 713-655-5100
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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.

Check the following box if the filing is a final amendment reporting the
results of the tender offer:

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This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the Schedule TO originally filed with the Securities and Exchange Commission on October 5, 2000, as amended (the "Schedule TO"), by CEMEX, S.A. de C.V., a company organized under the laws of the United Mexican States ("CEMEX"), and CENA Acquisition Corp., a Delaware corporation and an indirect subsidiary of CEMEX ("Purchaser"), with respect to Purchaser's offer to purchase all outstanding shares of common stock, par value \$1.25 per share, of Southdown, Inc., a Louisiana corporation ("Southdown"), including related preferred stock purchase rights issued in respect of the Company Common Stock (such common stock and related rights, collectively, the "Shares"), at a price of \$73.00 per Share, net to the seller in cash and without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 5, 2000 (the "Offer to Purchase"), and the related Letter of Transmittal (which, together with any amendments or supplements thereto, constitute the "Offer"), which were filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO. Unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings given such terms in the Offer to Purchase.

ITEM 8.

Item 8 of the Schedule TO is hereby amended and supplemented to include the following:

On November 6, 2000, CEMEX issued a press release announcing that Purchaser had accepted for purchase and payment 33,023,207 of the issued and outstanding Shares pursuant to the Offer. The press release states that the 33,023,207 Shares equal 91.7% of the issued and outstanding Shares and that the 33,023,207 Shares includes 1,603,929 Shares that have been tendered to Purchaser where delivery of the Shares within three business days of the expiration of the Offer has been guaranteed. A copy of the press release is filed as Exhibit (a)(5)(F) hereto and is incorporated herein by reference.

ITEM 11.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following:

On November 6, 2000, CEMEX issued a press release announcing that Purchaser had accepted for purchase and payment 33,023,207 of the issued and outstanding Shares pursuant to the Offer. The press release states that the 33,023,207 Shares equal 91.7% of the issued and outstanding Shares and that the 33,023,207 Shares includes 1,603,929 Shares that have been tendered to Purchaser where delivery of the Shares within three business days of the expiration of the Offer has been guaranteed. A copy of the press release is filed as Exhibit (a)(5)(F) hereto and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended to add the following:

(a)(5)(F) Press Release dated November 6, 2000.

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SIGNATURE

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.

CENA Acquisition Corp.

By: /s/ JEFFREY H. SMITH

Name: Jeffrey H. Smith

Title: Director and Treasurer

CEMEX, S.A. de C.V.

By: /s/ FRANCISCO GARZA

Name: Francisco Garza

Title: President of CEMEX North
America and Trading

Dated: November 6, 2000

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EXHIBIT INDEX

EXHIBIT NO.	EXHIBIT NAME
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(a) (5) (F)	Press Release dated November 6, 2000.

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MEDIA RELATIONS
DANIEL PEREZ WHITAKER
(528) 152-2747
daniel_pw@cemex.com

INVESTOR RELATIONS
ABRAHAM RODRIGUEZ
(528) 328-3631
arodriguez@cemex.com

ANALYST RELATIONS
Jose Antonio Gonzalez
(212) 317-6008
josegonzalez@cemex.com

[CEMEX LOGO]

CEMEX COMPLETES TENDER OFFER
FOR SOUTHDOWN, INC.

MONTERREY, MEXICO, November 6, 2000 - CEMEX, S.A. de C.V. (NYSE: CX) announced today that it has successfully completed its tender offer for Southdown, Inc. (NYSE: SDW). Approximately 91.7% of Southdown's outstanding shares were tendered at the cash offer price of \$73.00 per share.

"We are extremely pleased that the great majority of Southdown's shareholders responded positively to our offer," said Lorenzo H. Zambrano, Chairman and CEO of CEMEX. "By quickly completing this acquisition and merger, we are now able to move rapidly ahead, combining our two organizations in the United States for the benefit of our customers and of our shareholders."

Following the tender offer that commenced on October 5, 2000, CEMEX's indirect subsidiary, CENA Acquisition Corp., has accepted for purchase and payment 33,023,207 shares of the issued and outstanding stock of Southdown. The total includes 1,603,929 shares that have been tendered to CENA Acquisition Corp. where delivery of the shares has been guaranteed within three business days of the expiration of the tender offer.

Upon the terms and conditions of the merger agreement with Southdown, CEMEX expects the tender offer to be followed by a merger of CENA Acquisition Corp. with and into Southdown. Pursuant to this merger, those Southdown shareholders who did not tender their shares in the tender offer