
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO (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. 7

CEMEX, S.A. de C.V.

(Name of Subject Company (Issuer))

CEMEX, S.A. de C.V.

and

CEMEX, INC.

its wholly-owned subsidiary

(Names of Filing Persons (Offerors))

Appreciation Warrants

(Title of Class of Securities)

151290863

(CUSIP Number of Class of Securities)

Lic. Ramiro Villareal

General Counsel

CEMEX, S.A. de C.V.

Av. Ricardo Margáin Zozaya #325

Colonia Valle del Campestre, Garza García

Nuevo León, México 66265

(011-5281) 8888-8888

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

Copy to:

Robert M. Chilstrom, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

CALCULATION OF FILING FEE

Transaction Valuation: \$75,447,066*

Amount of Filing Fee: \$6,103.67**

* Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of all outstanding appreciation warrants ("Appreciation Warrants") (including appreciation warrants represented by American Depositary Warrants (ADWs)) of CEMEX, S.A. de C.V., at the maximum tender offer price of Ps8.10 per Appreciation Warrant in cash in Mexican Pesos (U.S.\$0.73 per appreciation warrant at an exchange rate of Ps11.143 per U.S. dollar, which was the noon buying rate on November 14, 2003). As of November 17, 2003, there were 103,790,945 Appreciation Warrants (including Appreciation Warrants represented by ADWs) outstanding. The amount of the filing fee was calculated at a rate of \$80.90 for each \$1,000,000 of the transaction value.

** Previously paid.

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:

This Amendment No. 7 (“Amendment No. 7”) amends and supplements the combined Tender Offer Statement and Rule 13e-3 Transaction Statement initially filed under cover of Schedule TO on November 17, 2003 (as amended, the “Schedule TO”) by CEMEX, S.A. de C.V. (“CEMEX”), a corporation organized under the laws of the United Mexican States (“Mexico”), relating to the offer by CEMEX and its wholly-owned U.S. subsidiary, CEMEX, Inc. (the “Offer”), to purchase up to 90,018,042 of its issued and outstanding Appreciation Warrants (including Appreciation Warrants represented by ADWs, each ADW representing five Appreciation Warrants) at a single price in Mexican Pesos not greater than Ps8.10 per Appreciation Warrant (U.S.\$ equivalent of Ps40.50 per ADW) nor less than Ps5.10 per Appreciation Warrant (U.S.\$ equivalent of Ps25.50 per ADW) in cash. CEMEX reserves the right to extend the Offer for up to three months or terminate the Offer, in its sole and absolute discretion, which may be for any or no reason, and to otherwise amend the Offer in any respect. The Offer is subject to the terms and conditions set forth in the Revised Offer to Purchase dated December 23, 2003 (the “Offer to Purchase”) and in the related letter of transmittal (which, as either may be amended or supplemented from time to time, together constitute the “Disclosure Documents”). The Offer to Purchase and the letter of transmittal are attached to Amendment No. 5 to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. This Amendment No. 6 amends and supplements the Schedule TO filed on November 17, 2003, as amended by Amendment No. 1 thereto filed on November 19, 2003, Amendment No. 2 thereto filed on December 11, 2003, Amendment No. 7 thereto filed on December 17, 2003, Amendment No. 4 thereto filed on December 22, 2003, Amendment No. 5 thereto filed on December 23, 2003 and Amendment No. 6 thereto filed on January 20, 2004.

All information in the Disclosure Documents, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference in answer to all items in this Schedule TO, except as otherwise set forth below.

The responses to the items of the Schedule TO are hereby amended and supplemented as follows:

Item 4. *Terms of the Transaction.*

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following language:

The Offer expired at 4:15 p.m., New York City time, on January 26, 2004. CEMEX accepted for payment 90,018,042 Appreciation Warrants (including Appreciation Warrants represented by ADWs) at a final purchase price of Ps8.10 per Appreciation Warrant (Ps40.50 per ADW). The final proration factor for the Offer is 93.146058%. All holders of fewer than 100 Appreciation Warrants or 20 ADWs who validly tendered at prices at or below the final purchase price will not be subject to proration.

Item 11. *Additional Information.*

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following language:

On January 26, 2004, CEMEX issued a press release announcing the final results of the Offer, a copy of which is filed as Exhibit (a)(1)(M) to this Amendment No. 7 and is incorporated herein by reference.

Item 12. *Exhibits.*

Item 12 of the Schedule TO is hereby amended and supplemented by adding Exhibit (a)(1)(M), as follows:

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- (a)(1)(A) Revised Offer to Purchase dated December 23, 2003.*
- (a)(1)(B) Revised Letter of Transmittal.*
- (a)(1)(C) Revised Letter to Broker-Dealers dated December 23, 2003.*
- (a)(1)(D) Revised Letter to Clients dated December 23, 2003.*
- (a)(1)(E) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a)(1)(F) Press Release dated November 17, 2003.*
- (a)(1)(G) Press Release dated December 11, 2003.*
- (a)(1)(H) Press Release dated December 17, 2003.*
- (a)(1)(I) English translation of Definitive Information Memorandum, dated November 17, 2003, disseminated to holders of appreciation warrants in connection with the offer in Mexico.*
- (a)(1)(J) English translation of Definitive Supplement, dated December 23, 2003, disseminated to holders of appreciation warrants in connection with the offer in Mexico.*
- (a)(1)(K) Press Release dated December 23, 2003.*
- (a)(1)(L) Excerpted financial information from CEMEX's earnings releases for the fourth quarter of 2003.*
- (a)(1)(M) Press Release dated January 26, 2004.**
- (b) Not applicable.
- (c) Not applicable.
- (d)(1)(A) Forward Contract and Confirmation between Wachovia Bank, National Association ("Wachovia") and Centro Distribuidor de Cemento, S.A. de C.V. ("CEDICE"), dated as of September 4, 2003 (Reference No. 612904/612903).*
- (d)(1)(B) Forward Contract and Confirmation between Wachovia and CEDICE, dated as of September 4, 2003 (Reference No. 612905/612907).*
- (d)(1)(C) Forward Contract and Confirmation between Wachovia and CEDICE, dated as of September 4, 2003 (Reference No. 612889/612890).*
- (d)(1)(D) Forward Contract and Confirmation between Wachovia and CEDICE, dated as of September 4, 2003 (Reference No. 612891/612892).*
- (d)(1)(E) Forward Contract and Confirmation between Wachovia and CEDICE, dated as of September 4, 2003 (Reference No. 612885/612887).*
- (d)(2)(A) Forward Contract and Confirmation between Citibank, N.A. and Empresas Tolteca de Mexico, S.A. de C.V., dated as of December 23, 2002 (Reference No. EO2-94566).*
- (d)(3)(A) Forward Contract and Confirmation between Banco Santander Mexicano, S.A. ("Banco Santander"), Institución de Banca Multiple ("Multiple"), Grupo Financiero Santander Serfin ("Grupo Santander") and CEDICE dated as of April 7, 2003 (Reference No. 6032-001).*
- (d)(3)(B) Amendment to Confirmation between Banco Santander, Multiple, Grupo Santander and CEDICE dated as of August 28, 2003 (Reference No. 6032-001).*
- (d)(4)(A) Forward Contract and Confirmation between Dresdner Bank AG and CEDICE dated as of October 29, 2003 (Reference No. 18498/9-R1).*
- (d)(5)(A) Forward Contract and Confirmation between Credit Agricole Lazard Financial Products Bank ("Credit Agricole") and CEDICE dated as of September 27, 2001.*
- (d)(5)(B) Amendment to Confirmation between Credit Agricole and CEDICE dated as of March 26, 2003.*
- (d)(6)(A) Forward Contract and Confirmation between Bear, Stearns International Limited and CEDICE dated as of August 6, 2001 (Reference No. NY13996 – Amended II).*
- (d)(7)(A) Forward Contract and Confirmation between UBS, AG, London Branch ("UBS") and CEDICE, dated as of September 17, 2003 (Reference No. STM0745770).*

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- (d)(7)(B) Forward Contract and Confirmation between UBS and CEDICE, dated as of August 17, 2003 (Reference No. STM0745772).*
 - (d)(7)(C) Forward Contract and Confirmation between UBS and CEDICE, dated as of August 17, 2003 (Reference No. STM0745774).*
 - (d)(7)(D) Forward Contract and Confirmation between UBS and CEDICE, dated as of August 17, 2003 (Reference No. STM0745776).*
 - (d)(8)(A) Forward Contract and Confirmation between JPMorgan Chase Bank (“JPMorgan Chase”) and CEDICE, dated as of August 20, 2003 (Reference No. 2332487).*
 - (d)(8)(B) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of February 26, 2003 (Reference No. 2119030).*
 - (d)(8)(C) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of February 26, 2003 (Reference No. 2119029).*
 - (d)(8)(D) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of February 26, 2003 (Reference No. 2280978).*
 - (d)(8)(E) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of August 7, 2003 (Reference No. 2309481).*
 - (d)(8)(F) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of February 26, 2003 (Reference No. 2119032).*
 - (d)(8)(G) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of August 28, 2003 (Reference No. 2302413).*
 - (d)(8)(H) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of August 28, 2003 (Reference No. 2302425).*
 - (d)(8)(I) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of November 14, 2003 (Reference No. 2335840).*
 - (d)(8)(J) Forward Contract and Confirmation between JPMorgan Chase and CEDICE, dated as of November 14, 2003 (Reference No. 2342682).*
 - (d)(9)(A) Trust Agreement number 110910-1 dated August 10, 1995 (as from time to time amended) between CEMEX (as settlor and beneficiary) and Banco Nacional de Mexico, S.A., Division Fiduciaria (as trustee).*
 - (d)(10)(A) Trust Agreement number 111132-7 dated December 13, 2001 between CEMEX and CEDICE (as settlors), and Banco Nacional de Mexico, S.A., Division Fiduciaria (as trustee).*
 - (d)(11)(A) Trust Agreement dated December 9, 1999 between the persons named in Annex A as first settlers-beneficiaries, the other persons named in Annex B as second settlers-beneficiaries, CEMEX as lending trustee and Citibank, N.A. as trustee.*
 - (d)(12)(A) Trust Agreement number 111174-2 dated February 27, 2003 between CEMEX employees as settlors and beneficiaries and Banco Nacional de Mexico, S.A., Integrante del grupo Financiero Banamex, División Fiduciaria.*
 - (d)(13)(A) Trust Agreement dated February 19, 1999 between the persons named in Annex A as first settlers-beneficiaries and Citibank, N.A. as trustee.*
 - (d)(14)(A) Call option agreement dated March 1, 2003 among CEDICE and Banco Nacional de Mexico, Grupo Financiero Banamex, Division Fiduciaria as trustee under Trust number 111174-2.*
 - (d)(15)(A) Stock Purchase Agreement, dated as of July 12, 2002, between CEMEX and AIG Asian Infrastructure Fund II LP (“AIG”).*
 - (d)(15)(B) Amendment No. 2 to Stock Purchase Agreement, dated as of April 3, 2003, between CEMEX and AIG.*
 - (d)(15)(C) Amendment No. 3 to Stock Purchase Agreement, dated as of July 15, 2003, between CEMEX and AIG.*

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- (d)(16)(A) Stock Purchase Agreement, dated as of July 12, 2002, between CEMEX and Pan Asian Cement Investors, L.P. (“Pan Asian”).*
- (d)(16)(B) Amendment No. 2 to Stock Purchase Agreement, dated as of April 3, 2003, between CEMEX and Pan Asian.*
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- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h)(1)(A) Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, with respect to U.S. federal tax matters.*
- (h)(2)(A) Opinion of C.P. Eutimio Medellin, Corporate Tax Manager of CEMEX, with respect to Mexican federal tax matters.*

* Previously filed.

** Filed herewith.

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.

Dated: January 26, 2004

CEMEX, S.A. de C.V.

By: _____ /s/ RODRIGO TREVIÑO

**Name: Rodrigo Treviño
Title: Chief Financial Officer**

CEMEX, Inc.

By: _____ /s/ GILBERTO PEREZ

**Name: Gilberto Perez
Title: President**

EXHIBIT INDEX

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* Previously filed.

** Filed herewith.

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(212) 317-6008



**CEMEX ANNOUNCES FINAL RESULTS OF ITS
OFFER TO PURCHASE APPRECIATION WARRANTS**

MONTERREY, MEXICO, January 26, 2004—CEMEX, S.A. de C.V. (NYSE: CX) today announced the final results of its offer to purchase up to 90,018,042 of its appreciation warrants (including appreciation warrants represented by American Depositary Warrants (ADWs), each ADW representing five appreciation warrants), which expired today at 4:15 p.m., New York City time. Holders of appreciation warrants and ADWs tendered 96,641,388 appreciation warrants (including 23,575,907 appreciation warrants represented by ADWs) at prices at or below MXP 8.10 per appreciation warrant (MXP 40.50 per ADW) in the offer.

In accordance with the terms of the offer, CEMEX will purchase 90,018,042 appreciation warrants (including appreciation warrants represented by ADWs), representing approximately 86.73% of the 103,790,945 appreciation warrants (including appreciation warrants represented by ADWs) outstanding immediately prior to the commencement of the offer, at a final purchase price of MXP 8.10 per appreciation warrant (MXP 40.50 per ADW). The final proration factor for the offer is 93.146058%. All holders of fewer than 100 appreciation warrants or 20 ADWs who validly tendered at prices at or below the final purchase price will not be subject to proration. All appreciation warrants and ADWs not accepted because of proration will be promptly returned. Following the completion of the offer, approximately 11,668,132 appreciation warrants (including appreciation warrants represented by ADWs) will be held by persons other than CEMEX and its subsidiaries.

Citigroup Global Markets Inc. acted as dealer-manager for the U.S. and international portions of the offer. Acciones y Valores de Mexico, S.A. de C.V. acted as dealer-manager of the offer in Mexico.

CEMEX is a leading global producer and marketer of cement and ready mix products, with operations primarily concentrated in the world's most dynamic cement markets across four continents. CEMEX combines a deep knowledge of the local markets with its global network and information technology systems to provide world class products and services to its customers, from individual homebuilders to large industrial contractors. For more information, visit www.cemex.com.