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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. 1)

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:

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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.1 to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on October 5, 2000, relates to the third-party tender offer by CENA Acquisition Corp. ("Purchaser"), a Delaware corporation and an indirect subsidiary of CEMEX, S.A. de C.V., a company organized under the laws of the United Mexican States ("CEMEX"), to purchase all outstanding shares of common stock, par value \$1.25 per share, of Southdown, Inc., a Louisiana corporation, 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.

ITEMS 1 AND 4.

Items 1 and 4 are hereby amended and supplemented to add the following:

On October 20, 2000, CEMEX announced that the Expiration Date was extended to 12:00 Midnight, New York City time, on Friday, November 3, 2000. Reference is hereby made to the Press Release issued by CEMEX, dated October 20, 2000, a copy of which is filed as Exhibit (a) (5) (E) hereto and is incorporated herein by reference.

ITEM 11.

For technical reasons, on October 19, 2000, CEMEX refiled its Notification and Report Form with respect to the Offer and the Merger with the Antitrust Division of the Department of Justice (the "Antitrust Division") and the Federal Trade Commission (the "FTC"). As a result of the refiling, the waiting period applicable to the purchase of Shares pursuant to the Offer will now expire at 11:59 p.m., New York City time, on Friday, November 3, 2000 unless the Antitrust Division or the FTC extends the waiting period by requesting from CEMEX additional information or documentary material relevant to the Offer.

ITEM 12. EXHIBITS.

99(a) (5) (E) Press Release dated October 20, 2000.

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: October 20, 2000

3

EXHIBIT INDEX

| EXHIBIT NO. ----- | EXHIBIT NAME ----- |
|----------------------|---------------------------------------|
| (a) (5) (E) | Press Release dated October 20, 2000. |

4

[CEMEX Logo]

FOR IMMEDIATE RELEASE

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UPDATE ON CEMEX OFFER

MONTERREY, Mexico--(BUSINESS WIRE)--Oct. 20, 2000--CEMEX, S.A. de C.V. (NYSE: CX - news) announced today that for technical reasons, on October 19, 2000, it refiled with the Antitrust Division of the Department of Justice and the Federal Trade Commission its Notification and Report Form with respect to CEMEX's offer to purchase all outstanding stock of Southdown, Inc. (NYSE:SWD - news).

As a result of the refile, the waiting period applicable to CEMEX's purchase of Southdown common stock pursuant to the offer will now expire at 11:59 p.m., New York City time, on Friday, November 3, 2000 unless the Antitrust Division or the Federal Trade Commission extends the waiting period by requesting from CEMEX additional information or documentary material relevant to the offer. Because the expiration date of the waiting period will not expire until November 3, 2000, CEMEX has extended its offer to expire at 12:00 Midnight, New York City time, on Friday, November 3, 2000.

As of the close of business on October 19, 2000, approximately 719,742 shares of common stock had been validly tendered and not withdrawn pursuant to CEMEX's offer.

CEMEX is one of the three largest cement companies in the world with approximately 65 million metric tons of production capacity. It is also the world's largest trader of cement and the world's leading producer of white cement. CEMEX is engaged in the production, distribution, marketing and sale of cement, ready-mix concrete, aggregates and clinking through operating subsidiaries in four different continents. For more information, visit www.cemex.com.