

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. 1)

PUERTO RICAN CEMENT COMPANY, INC.  
(Name of Subject Company (Issuer))

TRICEM ACQUISITION, CORP.,  
an indirect wholly owned subsidiary of  
CEMEX, S.A. de C.V.  
(Names of Filing Persons (Offerors))  
COMMON STOCK, PAR VALUE \$1.00 PER SHARE  
(Title of Class of Securities)

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745075-10-1  
(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, New York 10036-6522  
Telephone: 212-735-3000

CALCULATION OF FILING FEE

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Transaction Valuation*	Amount of Filing Fee**
\$180,196,590	\$16,578.09

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\* For purposes of calculating amount of filing fee only. This amount assumes the purchase of all outstanding shares of common stock of Puerto Rican Cement Company, Inc. The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$92 for every \$1,000,000 of the transaction value.

\*\* Previously paid.

Check the 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: N/A                      Form or Registration No.: N/A  
Filing party: N/A                                      Date Filed: N/A

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.1 to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on July 1, 2002, relates to the offer by Tricem Acquisition, Corp. (the "Purchaser"), a Puerto Rico corporation and an indirect wholly owned 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 of Puerto Rican Cement Company, Inc., a Puerto Rico corporation (the "Company"), par value \$1.00 per share (the "Shares"), at U.S. \$35.00 per share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 1, 2002 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, constitute the "Offer"), which were filed as Exhibits (a)(1) and (a)(2), 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 11. Additional Information.

(a)-(b) Item 11 is hereby amended and supplemented to add the following:

On July 8, 2002, CEMEX issued a press release in English and Spanish, copies of which are attached hereto as Exhibits (a)(12) and (a)(13), announcing that (A) the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to the purchase of the Shares pursuant to the Offer was terminated early on July 3, 2002, (B) the United States Nuclear Regulatory Commission had no regulatory objection to the tender offer and (C) the Company had received the consents under its or its subsidiaries' credit agreements with Banco Popular de Puerto Rico required in connection with the tender offer.

Item 12. Exhibits.

(a)(12) Press Release issued by CEMEX (English version) on July 8, 2002.

(a)(13) Press Release issued by CEMEX (Spanish version) on July 8, 2002.

#### 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.

Tricem Acquisition, Corp.

By: /s/ Jill Simeone

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Name: Jill Simeone  
Title: Assistant Secretary

CEMEX, S.A. de C.V.

By: /s/ Ramiro G. Villarreal

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Name: Ramiro G. Villarreal  
Title: General Counsel

Dated: July 8, 2002

EXHIBIT INDEX

Exhibit No.  
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Exhibit Name  
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- (a) (12) Press Release issued by CEMEX (English version) on July 8, 2002.
- (a) (13) Press Release issued by CEMEX (Spanish version) on July 8, 2002.

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CEMEX, S.A. de C.V. ANNOUNCES EARLY TERMINATION OF  
HART-SCOTT-RODINO WAITING PERIOD AND RECEIPT OF CERTAIN  
CONSENTS REQUIRED IN CONNECTION WITH TENDER OFFER FOR  
PUERTO RICAN CEMENT COMPANY, INC.

MONTERREY, MEXICO, AND SAN JUAN, PUERTO RICO, July 8, 2002 - CEMEX, S.A. de C.V. ("CEMEX", NYSE: CX), through its subsidiary, Tricem Acquisition, Corp. ("Tricem"), announced today that on July 3, 2002, it was advised that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to the \$35.00 per share cash tender offer for all outstanding shares of common stock of Puerto Rican Cement Company, Inc. ("PRCC", NYSE: PRN), was terminated early. Accordingly, the condition to the tender offer relating to the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act has been satisfied.

In addition, CEMEX, through Tricem, also announced that it was advised today by PRCC that it had been advised by the United States Nuclear Regulatory Commission that it had no regulatory objection to the tender offer and that it had received waivers or consents under certain of its or its subsidiaries' credit agreements with Banco Popular de Puerto Rico required in connection with the tender offer. Accordingly, the conditions to the tender offer relating to these matters have been satisfied. The tender offer continues to be subject to certain other conditions, including, but not limited to, the valid tender of that number of PRCC shares which represents a majority of PRCC's outstanding shares on a fully diluted basis.

The tender offer and related withdrawal rights currently are scheduled to expire on Monday, July 29, 2002, at 12:00 midnight, Eastern time, unless the offer is extended.

Copies of the tender offer can be obtained from Georgeson Shareholder Communications Inc., the information agent for the tender offer, at 1-800-616-5497. A copy of the tender offer also has been filed with the U.S. Securities and Exchange Commission. Investors and security holders may obtain a copy of the tender offer and related documents filed by CEMEX with the Commission at [www.sec.gov](http://www.sec.gov).

CEMEX is a leading global producer and marketer of cement and ready-mix products, with operations 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](http://www.cemex.com).

This press release is for informational purposes only. The solicitation of offers to buy PRCC shares will only be made pursuant to the offer to purchase and related materials that Tricem will file and will send to PRCC shareholders. This communication shall not constitute a solicitation of an offer to purchase in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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CEMEX, S.A. de C.V. ANUNCIA LA TERMINACION ANTICIPADA DEL  
HART-SCOTT-RODINO PERIODO DE ESPERA Y EL RECIBO DE CIERTAS  
AUTORIZACIONES REQUERIDAS EN RELACION CON LA OFERTA PUBLICA DE COMPRA  
DE LA COMPANIA PUERTO RICAN CEMENT COMPANY, INC.

MONTERREY, MEXICO, Y SAN JUAN, PUERTO RICO, Julio 8, 2002 - CEMEX, S.A. de C.V. ("CEMEX", NYSE: CX), a traves de su subsidiaria, Tricem Acquisition, Corp. ("Tricem"), anuncio el dia de Hoy que en fecha Julio 3, 2002, fue informado que el periodo de espera bajo el "Hart-Scott-Rodino Antitrust Improvements Act" de 1976, junto con sus modificaciones, aplicable a la oferta de U.S.\$35.00 por accion en efectivo bajo la oferta publica de compra de la totalidad de las acciones comunes del capital social de Puerto Rican Cement Company, Inc. ("PRCC", NYSE: PRN), fue terminado anticipadamente. En consecuencia, la condicion impuesta a la oferta publica de compra de acciones, relativa a la expiracion o terminacion del periodo de espera bajo el "Hart-Scott-Rodino Antitrust Improvements Act" ha sido satisfecha.

Adicionalmente, CEMEX a traves de Tricem, tambien anuncio que fue informada el dia de Hoy por PRCC, que a su vez fue informada por la "United States Nuclear Regulatory Commission" que dicha Comision no tenia ninguna objecion a la oferta publica de compra de acciones y que habia recibido las autorizaciones o consentimientos aplicables bajo ciertos contratos de credito de la compania, o de sus subsidiarias, con Banco Popular de Puerto Rico, requeridos en relacion con la oferta publica de compra de acciones. En consecuencia, las condiciones establecidas a la oferta publica de compra de acciones en dichos rubros han sido satisfechas. La oferta publica de compra de acciones continua sujeta a ciertas otras condiciones, incluyendo entre otras, mas no limitada a, la valida presentacion para su compra, del numero de acciones de PRCC representativas de la mayoria de las acciones comunes, emitidas y pagadas de PRCC, considerando la total dilucion de las mismas.

La oferta publica y los derechos relativos al retiro de acciones actualmente estan programados para expirar el proximo dia Lunes, Julio 29, 2002, a las 12:00 de medianoche, tiempo de la Costa Este de E.U.A., a menos que la oferta sea ampliada.

Copias de la oferta publica de compra de acciones pueden ser obtenidas de Georgeson Shareholder Communications Inc., el agente de informacion para la oferta publica de compra de acciones, en el 1-800-616-5497. Una copia de la oferta publica de compra de acciones tambien ha sido registrada ante la U.S. Securities and Exchange Commission. Inversinistas y tenedores de acciones pueden obtener una copia de la oferta publica de compra de acciones y demas materiales registrados por CEMEX ante la Comision en [www.sec.gov](http://www.sec.gov).

CEMEX es una compania global lider en la produccion y distribucion de cemento, con operaciones posicionadas primariamente en los mercados mas dinamicos del mundo a traves de cuatro continentes. CEMEX combina un profundo conocimiento de los mercados locales con su red mundial de operaciones y sistemas de tecnologia informatica a fin de proveer productos y servicios de clase mundial a sus clientes, desde constructores individuales hasta grandes contratistas industriales. Para mayor informacion, visite [www.cemex.com](http://www.cemex.com).

El presente comunicado se hace exclusivamente con propositos informativos. La solicitud de oferta de compra de acciones de PRCC sera hecha unicamente a traves y de conformidad con la oferta publica de compra de acciones y demas materiales relacionados con la misma que Tricem registrara y enviara directamente a los accionistas de PRCC. La presente comunicacion no constituira una solicitud de oferta de compra de acciones en cualquier jurisdiccion en la que tal oferta, solicitud o venta de acciones pudiese constituir un acto ilegal.