

RINKER GROUP LTD  
Form SC 14D9/A  
December 05, 2006

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

---

**SCHEDULE 14D-9**

---

Solicitation/Recommendation Statement Under  
Section 14(d)(4) of the Securities Exchange Act of 1934

(Amendment No. 3)

**RINKER GROUP LIMITED**  
(Name of Subject Company)

**RINKER GROUP LIMITED**  
(Name of Person(s) Filing Statement)

**Ordinary Shares**  
**American Depositary Shares, each representing the right to receive five Ordinary Shares**  
(Title of Class of Securities)

**Ordinary Shares (ISIN: AU000000RIN3)**  
**American Depositary Shares (CUSIP: 76687M101)**  
(CUSIP Number of Class of Securities)

Peter Abraham  
General Counsel & Company Secretary, Rinker Group Limited  
Level 8, Tower B, 799 Pacific Highway  
Chatswood NSW 2067, Australia  
+61 2 9412 6600

WITH COPIES TO:

Philip T. Ruegger III, Esq.  
Alan M. Klein, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000

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



This Amendment No. 3 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed by Rinker Group Limited ( Rinker ) with the Securities and Exchange Commission on November 28, 2006 (as amended, the Statement ) relating to the offer by CEMEX Australia Pty Ltd., a corporation incorporated under the laws of Australia and a wholly owned subsidiary of CEMEX, S.A.B. de C.V., to purchase all of the ordinary shares of Rinker including Rinker s American Depositary Shares which each represent the right to receive five Rinker Shares.

Capitalized terms used but not defined herein have the meanings assigned to such terms in the Statement.

**Item 9. Exhibits.**

Item 9 is amended and supplemented by adding the following thereto:

**Exhibit**

<b>No.</b>	<b>Description</b>
(a)(14)	Press release of Rinker Group Limited, dated December 5, 2006
(a)(15)	Rinker Group Limited Shareholder Information Line Question and Answer Script

**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: December 5, 2006

RINKER GROUP LIMITED.

By: /s/ THOMAS BURMEISTER  
Name: Thomas Burmeister  
Title: *Chief Financial Officer*

3

---

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
(a)(14)	Press release of Rinker Group Limited, dated December 5, 2006
(a)(15)	Rinker Group Limited Shareholder Information Line Question and Answer Script

4

---