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CEMEX SA DE CV
Form 11-K
June 29, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

Annual report pursuant to Section 15(d) of the Securities
Exchange Act of 1934 (No fee required, effective October 7, 1996)

For the fiscal year ended December 31, 2005

Or

Transition report pursuant to Section 15(d) of the Securities Exchange
Act of 1934 (No fee required)

For the transition period from _____ to _____

Commission file number 1-14946

A. Full title of the plan and the address of the plan, if different
from that of the issuer named below:

CEMEX, Inc. Savings and Investment Plan
for Union Employees
840 Gessner Road
Suite 1400
Houston, Texas 77024

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

CEMEX, S.A. de C.V.
Av. Ricardo Margain Zozaya #325
Colonia Valle del Campestre
Garza Garcia, Nuevo Leon
Mexico 66265

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CEMEX, INC. SAVINGS AND
INVESTMENT PLAN FOR

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UNION EMPLOYEES

Financial Statements

December 31, 2005 and 2004

(With Report of Independent Registered Public Accounting Firm)

CEMEX, INC. SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES

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The following schedules required by the Department of Labor's Rules and Regulations are omitted because of the absence of conditions under which they are required:

Schedule G, Part I - Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Schedule G, Part II - Schedule of Leases in Default or Classified as Uncollectible

Schedule G, Part III - Nonexempt Transactions

Schedule H, Line 4(a) - Delinquent Employee Contributions and Loan Repayments

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

Schedule H, Line 4(i) - Schedule of Assets (Acquired and Disposed of Within the Plan Year)

Schedule H, Line 4(j) - Schedule of Reportable Transactions

[Letterhead of Mir.Fox & Rodriguez, P.C.]

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Participants and Administrator of
CEMEX, Inc. Savings and Investment Plan
for Union Employees:

We have audited the accompanying statements of net assets available for benefits of the CEMEX, Inc. Savings and Investment Plan for Union Employees (the Plan) as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the year ended December 31, 2005, in conformity with accounting principles generally accepted in the United States of America.

/s/ Mir.Fox & Rodriguez, P.C.

Houston, Texas
June 26, 2006

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Statements of Net Assets Available for Benefits
December 31, 2005 and 2004

| Assets ----- | 2005 ---- | 2004 ---- |
|--|--------------|--------------|
| Investments, at fair value: | | |
| Mutual funds | \$ | 1,758,201 |
| Common collective trust fund | | 900,541 |
| Common stock | | 583,048 |
| Participant loans | | 195,588 |
| Money market fund | | 94 |
| | ----- | ----- |
| Total investments | -- | 3,437,472 |
| Participant contributions receivable | | 8,410 |
| Employer contributions receivable | | 2,587 |
| Other accounts receivable | | 1,969 |
| Cash | | 18 |
| | ----- | ----- |
| Total assets and net assets available for benefits | \$ -- | 3,450,456 |
| | ===== | ===== |

See accompanying notes to financial statements.

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CEMEX, INC. SAVINGS AND INVESTMENT PLAN
FOR UNION EMPLOYEES

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2005

| | | |
|--|----|-----------|
| Additions to net assets: | | |
| Participant contributions | \$ | 95,756 |
| Employer contributions | | 26,642 |
| Investment income | | 17,061 |
| Net depreciation in fair value of mutual funds | | (14,188) |
| Net appreciation in fair value of common stock | | 5,334 |
| | | ----- |
| Total additions to net assets | | 130,605 |
| | | ----- |
| Deductions from net assets: | | |
| Transfer to CEMEX Inc. Savings Plan | | 3,579,154 |
| Benefits paid to participants | | 1,591 |
| Administrative fees and expenses | | 316 |
| | | ----- |

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| | |
|---|-----------------|
| Total deductions from net assets | 3,581,061 |
| | ----- |
| Net decrease in net assets available for benefits | (3,450,456) |
| Net assets available for benefits: | |
| Beginning of year | 3,450,456 |
| | ----- |
| End of year | \$ -- |
| | ===== |

See accompanying notes to financial statements.

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CEMEX, INC. SAVINGS AND INVESTMENT PLAN
FOR UNION EMPLOYEES

Notes to Financial Statements
December 31, 2005 and 2004

1. Plan Description

The CEMEX, Inc. Savings and Investment Plan for Union Employees (the Plan) was adopted effective August 1, 1998 for the benefit of certain union employees of CEMEX, Inc. Effective April 1, 2005, the union employees of the Clinchfield, Georgia plant, which represented all of the participants in the Plan, ceased participating in the Plan and became participants in the CEMEX, Inc. Savings Plan. In connection therewith, assets of \$3,579,154 were transferred from the Plan to the CEMEX, Inc. Savings Plan during fiscal year 2005. Effective December 31, 2005, the Plan was merged into the CEMEX, Inc Savings Plan.

The Plan is qualified under section 401(a) of the Internal Revenue Code (IRC) as a defined contribution plan and is subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA). Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions. The Plan provisions in place during 2005 and prior to the merger on December 31, 2005 were as follows:

Eligibility

Union employees of the Clinchfield, Georgia plant of CEMEX, Inc. with at least three months of service are eligible to participate in the Plan, with Plan entry dates being the first day of the calendar quarter coinciding with or following the completion of service. Effective April 1, 2005, union employees of the Clinchfield, Georgia plant ceased participating in the Plan.

Contributions

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Participants may contribute from 1% to 16% of their eligible pay, up to an annual maximum subject to IRC limitations. Participants may also rollover certain amounts from other qualified defined benefit or contribution plans. Participants direct 100% of their account balances.

CEMEX, Inc. (the Employer and Sponsor) matches 50% of the amount contributed by each participant up to the first 6% of eligible pay. The Employer contributions are in the form of American Depository Shares representing common stock of CEMEX, S.A. de C.V. (CEMEX stock). A participant may, at any time after the CEMEX stock is credited to his or her account, make a diversification election and exercise investment discretion with respect to the Employer matching contribution. The Employer may make additional contributions in accordance with the provisions of the Plan Agreement. During fiscal year 2005, no additional contributions were made by the Employer.

Participant accounts

Separate accounts are maintained for each participant. Participant accounts are credited with the participant's contribution and allocations of the Employer's contributions and Plan earnings. Allocations are based on each participant's earnings or account balance, as defined in the Plan Agreement. Each participant is entitled to the benefit that can be provided from the participant's account.

Continued

CEMEX, INC. SAVINGS AND INVESTMENT PLAN
FOR UNION EMPLOYEES

Notes to Financial Statements, Continued

Vesting

Participants are immediately and fully vested in all contributions plus actual earnings thereon.

Benefit payments

Benefits are payable from participant account balances, subject to certain restrictions, upon termination of employment, retirement, reaching the age of 59 1/2, or by incurring a disability or financial hardship, as defined in the Plan Agreement. Participants elect the method of distribution which may be either in the form of a direct rollover to an eligible retirement plan, lump sum payment or, if in excess of \$5,000, payment over a period of time not to exceed the shorter of 10 years or certain life expectancies as defined in the Plan Agreement.

Participant loans

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A participant may obtain a loan from his or her separate account balance. Each loan is evidenced by a promissory note and may not be less than \$1,000. The loans are secured by the balance in the participant's account and bear interest at the rate established by the Loan Committee. Provisions of the Plan require the aggregate of each loan outstanding not to exceed the lesser of \$50,000 or 50% of the participant's vested account balance. Repayment terms for loans are not to exceed five years and principal and interest is paid ratably through monthly payroll deductions.

Administrative expenses

Loan fees are paid by the borrowing participant and all other administrative costs are paid by the Sponsor.

2. Significant Accounting Policies

Basis of presentation

The financial statements have been prepared on an accrual basis and present the net assets available for plan benefits and changes in those net assets in accordance with accounting principles generally accepted in the United States of America.

Investment valuation and income recognition

The mutual funds, common collective trust fund and common stock are stated at fair value based on quoted market prices as of the date of the financial statements. Participant loans are valued at their outstanding balances, which approximate fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit payments

Benefits are recorded when paid.

Continued

CEMEX, INC. SAVINGS AND INVESTMENT PLAN
FOR UNION EMPLOYEES

Notes to Financial Statements, Continued

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported

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amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

3. Investments

As of December 31, 2004, participant accounts were invested at the option of the participants in one or more of the following investment funds:

| | | |
|---|----|-----------|
| INVESCO Stable Value Fund | \$ | 900,541 |
| CEMEX stock | | 583,048 |
| Washington Mutual Investors Fund | | 428,908 |
| PIMCO Total Return Fund | | 328,016 |
| Growth Fund of America | | 300,815 |
| Templeton Foreign Fund | | 234,156 |
| Participant loans | | 195,588 |
| Franklin Balance Sheet Investment Fund | | 163,941 |
| American Century Investments Real Estate Fund | | 133,229 |
| MFS International Fund | | 81,299 |
| Templeton Developing Markets Fund | | 56,647 |
| Franklin Small Mid-Cap Growth Fund | | 31,190 |
| Alliance Capital Reserve Account | | 94 |
| | | ----- |
| | \$ | 3,437,472 |
| | | ===== |

Investments with a fair value that exceeds \$172,523 at December 31, 2004, represent 5% or more of Plan net assets.

4. Federal Income Tax Status

The Plan obtained its latest determination letter on June 14, 2002 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan's management believes that the Plan was designed and operated in compliance with the applicable requirements of the IRC. Therefore, the Plan's management believes that the related trust was tax-exempt and accordingly, no provision for Federal income taxes has been included in the Plan's financial statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plans) have duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

CEMEX, INC. SAVINGS AND INVESTMENT PLAN
FOR UNION EMPLOYEES

By: /s/ Andrew M. Miller

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Name: Andrew M. Miller
Title: Chairman of Administrative
Committee

Date: June 26, 2006

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|-------------------------|---|
| 1. | Consent of Mir.Fox & Rodriguez, P.C. to the incorporation by reference into the Registration Statement on Form S-8 (File No. 333-86090) of CEMEX, S.A. de C.V. of its report, dated June 26, 2006, with respect to the audited financial statements of the CEMEX, Inc. Savings and Investment Plan for Union Employees as of December 31, 2005. |