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CEMEX SA DE CV
Form F-3MEF
September 27, 2005

As filed with the Securities and Exchange Commission on September 27, 2005
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM F-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CEMEX, S.A. de C.V.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| United Mexican States (State or other incorporation jurisdiction of or organization) | 3241 (Primary Standard Industrial Classification Code Number) | N.A. (I.R.S. Employer Identification No.) |
|--|--|---|

| | |
|--|--|
| CEMEX, S.A. de C.V. Av. Ricardo Margain Zozaya #325 Colonia Valle del Campestre, Garza Garcia Nuevo Leon, Mexico 66265 (011-5281) 8888-8888 (Address and Telephone Number of Registrant's Principal Executive Offices) | CEMEX Corp. 1200 Smith Street, Suite 2400 Houston, Texas 77002 (713) 650-6200 Attn: Gilberto Perez (Name, Address and Telephone Number of Agent for Service) |
|--|--|

Copy of all communications, including communications sent to the
agent for service, to:

Robert M. Chilstrom, Esq.
Skadden, Arps, Slate, Meagher
& Flom LLP
Four Times Square
New York, New York 10036

David C. Lopez, Esq.
Cleary Gottlieb Steen
& Hamilton LLP
One Liberty Plaza
New York, New York 10006

Approximate date of commencement of proposed sale to the public: As soon as
practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are to be offered
pursuant to dividend or interest reinvestment plans, please check the following
box.

If any of the securities being registered on this form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, please check the following box.

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following
box and list the Securities Act registration statement number of the earlier

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effective registration statement for the same offering. 333-86700

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. _____

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered(1) | Amount to be Registered(2) | Proposed Maximum Offering Price Per Security(2) | Proposed Aggregate Offering Price(3) |
|--|----------------------------|---|--------------------------------------|
| Ordinary Participation Certificates (Certificados de Participacion Ordinarios ("CPOs")), each representing two Series A shares and one Series B share of CEMEX, S.A. de C.V. (4) | -- | -- | \$123,705,809 |
| Series A shares of CEMEX, S.A. de C.V. (5)..... | -- | -- | |
| Series B shares of CEMEX, S.A. de C.V. (5)..... | -- | -- | |

- (1) This Registration Statement relates to Registration Statement on Form F-3 (Registration No. 333-86700) of CEMEX, S.A. de C.V. ("CEMEX") filed with the Securities and Exchange Commission on April 19, 2002, pursuant to which CEMEX registered an indeterminate number of CPOs and other securities with a maximum aggregate offering price of \$1,500,000,000 (the "Prior Registration Statement"), and is being filed to register additional CPOs pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Pursuant to Rule 457(o) under the Securities Act, which permits the registration fee to be calculated on the basis of the maximum offering price of all the securities listed, the table does not specify the amount to be registered or the proposed maximum offering price per security.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act. As of the date of this Registration Statement, the maximum aggregate offering price of securities which remain to be issued pursuant to the Prior Registration Statement is \$1,410,464,551. The maximum aggregate offering price of the additional CPOs being registered hereby pursuant to Rule 462(b) under the Securities Act is \$123,705,809, which represents less than 20% of the maximum aggregate offering price of securities remaining on the Prior Registration Statement.
- (4) American Depositary Receipts evidencing American Depositary Shares ("ADSs") issuable on deposit of the CPOs, each ADS representing ten CPOs, have been registered pursuant to a separate Registration Statement on Form F-6 (Reg. No. 333-11338).
- (5) The Series A Shares and Series B Shares comprise the CPOs registered hereby and are not being offered separately.

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This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE

This Registration Statement relates to the Registration Statement on Form F-3 (Registration No. 333-86700) of CEMEX, S.A. de C.V. ("CEMEX") filed with the Securities and Exchange Commission (the "Commission") on April 19, 2002 and declared effective by the Commission on May 10, 2002 (the "Prior Registration Statement"). This Registration Statement is being filed to register additional securities pursuant to Rule 462(b) under the Securities Act of 1933. The contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into, and shall be deemed to be a part of, this Registration Statement. Pursuant to General Instruction IV to Form F-3, this Registration Statement includes the facing page, this explanatory note, the signature page, an exhibit index and the required opinions and consents.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Monterrey, Nuevo Leon, Mexico on September 27, 2005.

CEMEX, S.A. de C.V.

By: /s/ Rodrigo Trevino

Name: Rodrigo Trevino
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registrant statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures

Title

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| | |
|--|--|
| * ----- Lorenzo H. Zambrano | Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) |
| ----- Armando J. Garcia Segovia | Director |
| * ----- Lorenzo Milmo Zambrano | Director |
| * ----- Rodolfo Garcia Muriel | Director |
| * ----- Rogelio Zambrano Lozano | Director |
| * ----- Roberto Zambrano Villarreal | Director |
| * ----- Bernardo Quintana Isaac | Director |
| * ----- Dionisio Garza Medina | Director |
| * ----- Alfonso Romo Garza | Director |
| * ----- Mauricio Zambrano Villarreal | Director |
| ----- Tomas Brittingham Longoria | Director |
| ----- Jose Manuel Rincon Gallardo | Director |
| * ----- | Executive Vice President of Planning |

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Hector Medina

and Finance and Director
(Principal Financial Officer)

*

Chief Accounting Officer

Rafael Garza

(Principal Accounting Officer)

*

Authorized Representative in the United States

Gilberto Perez

* By /s/ Rodrigo Trevino

Rodrigo Trevino
Attorney - in - fact

September 27, 2005

Exhibit Index

| Exhibit No. ----- | Description ----- |
|-------------------------|--|
| 5.1 | Opinion of Lic. Ramiro G. Villarreal, General Counsel of CEMEX, S.A. de C.V., regarding the legality of the CPOs. |
| 23.1 | Consent of KPMG Cardenas Dosal, S.C. |
| 23.2 | Consent of PricewaterhouseCoopers LLP. |
| 23.3 | Consent of Lic. Ramiro G. Villarreal, General Counsel of CEMEX, S.A. de C.V. (included in the opinion filed as Exhibit 5.1). |
| 24.1 | Powers of Attorney (filed as Exhibit 24.1 to the Registrant's Registration Statement on Form F-3 (File No. 333-86700) and incorporated herein by reference). |