

RINKER GROUP LTD  
Form SC 14D9/A  
June 19, 2007

**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. 19)**

**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)**

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(CUSIP Number of Class of Securities)

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WITH COPIES TO:

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

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This Amendment No. 19 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 ( Rinker Shares ) including Rinker s American Depositary Shares which each represents 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

No.

#### Description

- (a)(38) Rinker News Release, dated June 19, 2007: Changes to the Board of Rinker Group Limited
  - (a)(39) Initial Director s Interest Notice (Clarke, Thompson, Arthur, Morschel, Ingram, Criser, Revell)
  - (a)(40) Initial Director s Interest Notice (Aguiar, San Agustin, Villarreal, Walker, Bergman)
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**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: June 19, 2007

RINKER GROUP LIMITED

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

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**INDEX TO EXHIBITS**

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