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BUTLER MANUFACTURING CO  
Form 8-K  
April 19, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the

THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: April 19, 2004

BUTLER MANUFACTURING COMPANY

Butler Manufacturing Company  
1540 Genessee Street  
P.O. Box 419917  
Kansas City, Missouri 64102  
Phone (816) 968-3000

Incorporated in the State of Delaware

Commission File No. 001-12335

I.R.S. Employer Identification Number: 44-0188420

ITEM 5. OTHER EVENTS

On April 16, 2004, Butler Manufacturing Company, a Delaware corporation ("Butler"), received, through its financial advisor, a letter from Robertson-Ceco Corporation ("RCC") containing additional information regarding its proposal to acquire Butler. RCC's letter and attachments are attached hereto as Exhibit 99.1.

On April 19, 2004, Butler filed a press release announcing that its Board of Directors, after consultation with Butler's financial advisors and outside legal counsel, determined that the additional information provided by RCC regarding its proposal to acquire Butler continued to be vague and uncertain. Butler's press release is attached hereto as Exhibit 99.2.

ITEM 7. EXHIBITS

99.1 Letter from Robertson-Ceco Corporation dated April 16, 2004, including attachments.

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99.2 Press Release of Butler Manufacturing Company dated  
April 19, 2004.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BUTLER MANUFACTURING COMPANY

April 19, 2004  
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Date

/s/ Larry C. Miller  
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Larry C. Miller  
Vice President -- Finance, and  
Chief Financial Officer

April 19, 2004  
-----  
Date

/s/ John W. Huey  
-----  
John W. Huey  
Vice President, General Counsel  
and Secretary

EXHIBIT INDEX

- 99.1 Letter from Robertson-Ceco Corporation dated April 16, 2004, including attachments.
- 99.2 Press release dated April 19, 2004 - Butler Manufacturing Company Directors Conclude: Robertson-Ceco Proposal More Uncertain, Contingent than had been Originally Suspected.