

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

**Schedule TO/A
(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1)
of the Securities Exchange Act of 1934
(Amendment No. 21)**

**RINKER GROUP LIMITED
ABN 53 003 433 118**

(Name of Subject Company (issuer))

**CEMEX Australia Pty Ltd
ACN 122 401 405**

CEMEX, S.A.B. de C.V.

(Names of Filing Persons (offerors))

Ordinary shares

American Depositary Shares (each representing five ordinary shares)

(Titles of Classes of Securities)

Ordinary Shares, ISIN AU000000RIN3

American Depositary Shares, CUSIP 76687M101, ISIN US76687M1018

(CUSIP and ISIN Numbers of Classes of Securities)

**Mr. Ramiro G. Villarreal Morales
General Counsel
Av. Ricardo Margain Zozaya #325,
Colonia Valle del Campestre,
Garza Garcia, Nuevo Leon, Mexico 66265**

+52 81 8888 8888

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:
Richard Hall
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾	Amount of Filing Fee⁽²⁾
\$3,262,941,077	\$100,172

⁽¹⁾ Estimated solely for the purpose of calculating the filing fee in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934 (the "Exchange Act"), the transaction valuation is calculated by multiplying (i) 895,059,958 ordinary shares, which is the maximum number of ordinary shares of Rinker Group Limited, including 22,479,805 ordinary shares represented by 4,495,961 ADSs (according to documents filed by Rinker with the Australian Stock Exchange), subject to the Offer, by (ii) 23%, which is the percentage of US Holders of Rinker Securities (according to Rinker's annual report on Form 20-F filed on May 23, 2006), and by (iii) the purchase price of \$15.85 in cash for each ordinary share and \$79.25 for each ADS. Terms used and not defined in the preceding sentence are defined below.

⁽²⁾ The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Advisory No. 6 for the fiscal year 2007, equals \$30.70 per \$1,000,000 of transaction valuation. \$286,357 was paid on November 14, 2006, in accordance with Fee Advisory No. 3 for Fiscal Year 2007.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$286,357

Form or Registration No.: Schedule TO

Filing Party: CEMEX Australia Pty Ltd, ACN 122 401 405,
CEMEX, S.A.B. de C.V.

Date Filed: November 14, 2006

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

This Amendment No. 21 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 14, 2006 (the "Schedule TO") and amended thereafter. The Schedule TO, as amended, relates to the offer by CEMEX Australia Pty Ltd ("Bidder"), a proprietary company registered under the laws of Victoria, Australia and an indirect wholly-owned subsidiary of CEMEX, S.A.B. de C.V. ("CEMEX"), to acquire all the outstanding ordinary shares and American depositary shares of Rinker Group Limited, a public company registered under the laws of New South Wales, Australia ("Rinker"), upon the terms and subject to the conditions of the offer (the "Offer") (including, if the Offer is extended or amended, the terms and conditions of any such extension or amendment), as described in the Bidder's Statement, dated October 30, 2006 (as amended, the "Bidder's Statement"). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO, as amended. Capitalized terms used herein that are not otherwise defined have the meanings given to them in the Bidder's Statement.

Item 11. Additional Information.

On June 5, 2007, CEMEX issued a Press Release confirming that it will terminate withdrawal rights when the Offer to acquire Rinker is declared unconditional. This Press Release is attached as Exhibit (a)(5)(E).

Item 12. Exhibits.

Exhibit	Description
(a)(5)(E)	Press Release of CEMEX confirming that it will terminate withdrawal rights when the Offer to acquire Rinker is declared unconditional.

SIGNATURES

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 6, 2007

CEMEX Australia Pty Ltd

By: /s/ Ramiro G. Villarreal Morales

Name: Ramiro G. Villarreal Morales

Title: Director

CEMEX, S.A.B. de C.V.

By: /s/ Ramiro G. Villarreal Morales

Name: Ramiro G. Villarreal Morales

Title: General Counsel

Exhibit Index.

Exhibit (a)(5)(E)	Description
	Press Release of CEMEX confirming that it will terminate withdrawal rights when the Offer to acquire Rinker is declared unconditional.

Media Relations
Jorge Pérez
(52-81) 8888-4334

Investor Relations
Eduardo Rendón
(52-81) 8888-4256

Analyst Relations
Ricardo Sales
(212) 317-6008

Australian Media Contact
Martin Debelle
(61-2) 9252-0622



**CEMEX CONFIRMS THAT IT WILL TERMINATE WITHDRAWAL RIGHTS WHEN ITS OFFER TO ACQUIRE
RINKER IS DECLARED UNCONDITIONAL**

MONTERREY, MEXICO, June 5, 2007.- CEMEX, S.A.B. de C.V. (NYSE: CX) refers to its announcement of May 10 in which it stated that it will terminate withdrawal rights which arise under Rule 14d-7 and Section 14(d)(5) of the Securities Exchange Act of 1934, described in Section 7.3 of the Bidder's Statement if, and on the date that, its Offer to acquire shares of Rinker Group Limited ("Rinker") (ASX: RIN, NYSE ADR: RIN) is declared unconditional.

In the Press Release of CEMEX dated May 10, 2007, CEMEX announced that it will terminate withdrawal rights on a date no earlier than May 18, 2007. This date having passed, CEMEX today confirms that it will terminate withdrawal rights on the date the Offer is declared unconditional.

As stated in the Eighth Supplementary Bidder's Statement dated 30 May 2007, if CEMEX's aggregate relevant interest in Rinker Shares exceeds 50%, it will waive the 90% minimum acceptance condition, declare the Offer unconditional and such withdrawal rights will lapse. Rinker security holders should withdraw their tenders immediately if their willingness to tender into the Offer would be affected by a waiver of the minimum acceptance condition.

CEMEX is a growing global building solutions company that provides high quality products and reliable service to customers and communities in more than 50 countries throughout the world. CEMEX has a rich history of improving the well-being of those it serves through its efforts to pursue innovative industry solutions and efficiency advancements and to promote a sustainable future. For more information, visit www.cemex.com.

###

This document includes "forward-looking statements." These statements contain the words "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning. All statements other than statements of historical facts included in this document, including, without limitation, those regarding CEMEX's financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to CEMEX's products and services) are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of CEMEX to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding CEMEX's operations and present and future business strategies and the environment in which CEMEX will operate in the future. These forward-looking statements speak only as of the date of this document. Accordingly, there can be no assurance that such statements, estimates or projections will be realized. None of the projections or assumptions in this document should be taken as forecasts or promises nor should they be taken as implying any indication, assurance or guarantee that the assumptions on which such projections have been prepared are correct or exhaustive or, in the case of assumptions, fully stated in this press release. CEMEX expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking information contained herein to reflect any change in CEMEX's results or expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, except as required by law. The projections and forecasts included in the forward-looking statements herein were not prepared in accordance with published guidelines of the American Institute of Certified Public Accountants, the Commission or any similar body or guidelines regarding projections and forecasts, nor have such projections or forecasts been audited, examined or otherwise reviewed by the independent auditors of the Company. You should not place undue reliance on these forward-looking statements.