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CEMEX SAB DE CV  
Form F-6EF  
September 08, 2009

Registration No. 333 -  
As filed with the Securities and Exchange Commission on September 8, 2009  
=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

-----  
CEMEX, S.A.B. de C.V.  
(Exact name of issuer of deposited securities as specified in its charter)

-----  
CEMEX Corp.  
(Translation of issuer's name into English)

-----  
United Mexican States  
(Jurisdiction of incorporation or organization of issuer)

-----  
CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

-----  
399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code, of  
depositary's principal executive offices)

-----  
Corporate Creations Network, Inc.  
1040 Avenue of the Americas # 2400  
New York, NY 10018  
(845) 510-9655  
(Address, including zip code, and telephone number, including area code, of  
agent for service)

-----  
Copies to:

Robert M. Chilstrom, Esq.  
Skadden Arps, Slate,  
Meagher & Flom LLP

Herman H. Raspe, Esq.  
Patterson Belknap Webb & Tyler LLP  
1133 Avenue of the Americas

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Four Times Square  
New York, New York 10036

New York, New York 10036

It is proposed that this filing become effective under Rule 466:

immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box:

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offer Price**
American Depositary Shares, each representing ten (10) CPOs, each CPO representing economic interests in two (2) Series A Shares and one (1) Series B Share in each case held in the CPO Trust of CEMEX, S.A.B. de C.V.	400,000,000	\$5.00	\$20,000,000

\* Each unit represents 100 American Depositary Shares.

\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
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- |    |  |   |
|----|--|---|
| 1. | Name of Depository and address of its principal executive office | Face of Receipt - Introductory            |
| 2. | Title of Receipts and identity of deposited securities           | Face of Receipt - Top Center a paragraph. |

Terms of Deposit:

- |        |   |  |
|--------|---|--|
| (i)    | The amount of deposited securities represented by one American Depositary Share ("ADSs")                      | Face of Receipt - Upper right                                      |
| (ii)   | The procedure for voting, if any, the deposited securities  | Reverse of Receipt - Paragraph and (18).                           |
| (iii)  | The collection and distribution of dividends  | Reverse of Receipt - Paragraph                                     |
| (iv)   | The transmission of notices, reports and proxy soliciting material  | Face of Receipt - Paragraph (1)<br>Reverse of Receipt - Paragraph  |
| (v)    | The sale or exercise of rights  | Reverse of Receipt - Paragraph and (16).                           |
| (vi)   | The deposit or sale of securities resulting from dividends, splits or plans of reorganization                 | Face of Receipt - Paragraphs (1)<br>Reverse of Receipt - Paragraph |
| (vii)  | Amendment, extension or termination of the deposit agreement  | Reverse of Receipt - Paragraph (24) (no provision for extensi      |
| (viii) | Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs | Face of Receipt - Paragraph (1)                                    |
| (ix)   | Restrictions upon the right to deposit or withdraw the underlying securities                                  | Face of Receipt - Paragraphs (7), (9) and (10).                    |

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- |         |   |  |
|---------|---|--|
|         |   | Location in Form of Receipt<br>Filed Herewith as Prospectus<br>----- |
| (x)     | Limitation upon the liability of the Depository                                 | Face of Receipt - Paragraph (7)<br>Reverse of Receipt - Paragraph    |
| 3.      | Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraph (1)                                      |
| Item 2. | AVAILABLE INFORMATION   | Face of Receipt - Paragraph (1)                                      |

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's internet website ([www.sec.gov](http://www.sec.gov)), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

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## PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to Amendment No. 1 to the Second Amended and Restated Deposit Agreement filed as Exhibit (a) (i) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. EXHIBITS

- (a) (i) Amendment No. 1 to the Second Amended and Restated Deposit Agreement, dated as of July 1, 2005, by and among CEMEX, S.A.B. de C.V. (the "Company"), Citibank, N.A., as Depositary (the "Depositary"), and all Holders and Beneficial Owners from time to time of American Depositary Shares ("ADSs") evidenced by American Depositary Receipts ("ADRs") issued thereunder, including the form of ADR attached thereto. -- Filed herewith as Exhibit (a) (i).
- (a) (ii) Second Amended and Restated Deposit Agreement, dated as of August 10, 1999, by and among the Company, the Depositary, and all Holders and Beneficial Owners from time to time of ADSs evidenced by ADRs issued thereunder. -- Previously filed and incorporated by reference to the Registration Statement on Form F-6, Reg. No. 333-11338.
- (a) (iii) Amended and Restated Deposit Agreement, dated as of March 29, 1999, by and among the Company, the Depositary and all Holders and Beneficial Owners of ADRs issued thereunder -- Previously filed and incorporated by reference to the Registration Statement on Form F-6, Reg. No. 333-10678.
- (b) Letter Agreement, dated October 12, 2007, by and between the Company and the Depositary supplementing the Deposit Agreement to enable the Depositary to establish a direct registration system for the ADSs. -- Filed herewith as Exhibit (b).
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. -- None.
- (d) Opinion of Patterson Belknap Webb & Tyler LLP, counsel for the Depositary as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. -- Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the

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signature pages hereto.

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### Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Second Amended and Restated Deposit Agreement, dated as of August 10, 1999, by and among CEMEX, S.A.B. de C.V., Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts to be issued thereunder, as further amended and supplemented, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 8th day of September, 2009.

Legal entity created by the Second Amended and Restated Deposit Agreement, dated as of August 10, 1999, as further amended and supplemented, under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing ten (10) CPOs, each CPO representing economic interests in two (2) Series A Shares and one (1) Series B Share, in each case held in the CPO Trust of CEMEX, S.A.B. de C.V.

CITIBANK, N.A., solely in its capacity as  
Depositary

By: /s/ Thomas Crane

-----  
Name: Thomas Crane  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-6, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Garza Garcia, Nuevo Leon, Mexico on September 8, 2009.

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

By: /s/ Ramiro Villarreal

-----  
Name: Ramiro Villarreal  
Title: General Counsel

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints each of Lorenzo H. Zambrano, Hector Medina, Rodrigo Trevino, Ramiro Villarreal and Humberto Moreira or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) under the Securities Act and to sign any instrument, contract, document or other writing of or in connection with this Registration Statement and any amendments and supplements thereto (including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signatures

Title

-----

-----

/s/ Lorenzo H. Zambrano

-----  
Lorenzo H. Zambrano

Chief Executive Officer and Chairman  
of the Board of Directors (Principal  
Executive Officer)

September

/s/ Lorenzo Milmo Zambrano

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----- Lorenzo Milmo Zambrano	Director	September
 /s/ Armando J. Garcia Segovia ----- Armando J. Garcia Segovia	Director	September
 ----- Rodolfo Garcia Muriel	Director	September
 /s/ Rogelio Zambrano Lozano ----- Rogelio Zambrano Lozano	Director	September
 /s/ Roberto Zambrano Villarreal ----- Roberto Zambrano Villarreal	Director	September

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Signatures -----		Title -----
 /s/ Bernardo Quintana Isaac ----- Bernardo Quintana Isaac	Director	September
 /s/ Dionisio Garza Medina ----- Dionisio Garza Medina	Director	September
 /s/ Alfonso Romo Garza ----- Alfonso Romo Garza	Director	September
 /s/ Mauricio Zambrano Villarreal ----- Mauricio Zambrano Villarreal	Director	September
 /s/ Tomas Milmo Santos ----- Tomas Milmo Santos	Director	September
 /s/ Luis Santos de la Garza ----- Luis Santos de la Garza	Director	September

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/s/ Jose Manuel Rincon Gallardo ----- Jose Manuel Rincon Gallardo	Director	September
/s/ Jose Antonio Fernandez Carbajal ----- Jose Antonio Fernandez Carbajal	Director	September
/s/ Rafael Rangel Sostmann ----- Rafael Rangel Sostmann	Director	September
/s/ Hector Medina ----- Hector Medina	Executive Vice President of Finance and Legal (Principal Financial Officer)	September
/s/ Rafael Garza ----- Rafael Garza	Senior Vice President (Comptrollership)	September
/s/ Valerie Hawk ----- Corporate Creations Network Inc. By: Valerie Hawk Authorized Signatory	Authorized Representative in the United States	September

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Index to Exhibits  
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Exhibit -----	Document -----	Sequentially Numbered Page -----
(a) (i)	Amendment No. 1 to the Second Amended and Restated Deposit Agreement	
(b)	Letter Agreement	
(d)	Opinion of counsel to the Depositary	
(e)	Certificate under Rule 466	