

RINKER GROUP LTD  
Form SC 14D9/A  
March 20, 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. 12)**

**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)**

(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. 12 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 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)(26) News Release: Rinker Announces Acquisition of Hard Rock Quarries and Sand Mines in North Queensland

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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: March 20, 2007

RINKER GROUP LIMITED.

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

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**INDEX TO EXHIBITS**

**Exhibit No.    Description**

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