

RINKER GROUP LTD  
Form SC 14D9/A  
June 27, 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. 21)

|                                      |
|--------------------------------------|
| <b>RINKER GROUP LIMITED</b>          |
| (Name of Subject Company)            |
| <b>RINKER GROUP LIMITED</b>          |
| (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)

Peter Abraham  
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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. 21 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**

| <b>No.</b> | <b>Description</b>                |
|------------|-----------------------------------|
| (a)(42)    | Rinker Concise Annual Report 2007 |
| (a)(43)    | Rinker Full Financial Report 2007 |

**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 27, 2007

RINKER GROUP LIMITED

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

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**INDEX TO EXHIBITS**

| Exhibit<br>No. | Description                       |
|----------------|-----------------------------------|
| (a)(42)        | Rinker Concise Annual Report 2007 |
| (a)(43)        | Rinker Full Financial Report 2007 |

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