8 August 2007



James Hardie Industries N.V. ARBN 097 829 895 Incorporated in The Netherlands The liability of members is limited

Atrium, 8<sup>th</sup> Floor Strawinskylaan 3077

1077 ZX Amsterdam,

The Netherlands

Telephone: 31-20-301 2980 Fax: 31-20-404 2544

The Manager Company Announcements Office Australian Securities Exchange Limited 20 Bridge Street SYDNEY NSW 2000

Dear Sir

#### **Amendments to 2007 Annual Report**

We advise that amendments need to be noted to the section, Remuneration of the Independent Registered Public Accounting Firm, on Page 108 of the 2007 Annual Report filed with the ASX on 29 June 2007.

#### **Tax Fees**

Tax fees for the year ended 31 March 2007 should be US\$8.0 million.

#### **Audit Fees and Audit-Related Fees**

Additionally, the Audit Fees for the year ended 31 March 2007 should be US\$2.1 million and the Audit-Related Fees for year ended 31 March 2007 should be US\$0.1 million. Audit fees for the year ended 31 March 2007 include US\$0.8 million related to Sarbanes-Oxley compliance testing.

#### Form 20-F

The same amendments have been made to Item 16C (Principal Accountant Fees and Services) of the Form 20-F filed with the US Securities Exchange Commission (SEC) on 7 July 2007 and the ASX on 9 July 2007. A copy of this revision (filed with the SEC early this morning) is attached.

Yours faithfully

Benjamin P Butterfield Company Secretary

Buyunin Buthafist

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

## **FORM 20-F/A No. 1**

(Mark One) REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE **SECURITIES EXCHANGE ACT OF 1934** OR V ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES **EXCHANGE ACT OF 1934** For the fiscal year ended March 31, 2007 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES **EXCHANGE ACT OF 1934** OR SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES **EXCHANGE ACT OF 1934** Date of event requiring this shell company report For the transition period from to

Commission file number 1-15240

# JAMES HARDIE INDUSTRIES N.V.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

The Netherlands (Jurisdiction of incorporation or organization)

Atrium, 8<sup>th</sup> floor Strawinskylaan 3077 1077 ZX Amsterdam, The Netherlands (Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class:

Common stock, represented by CHESS Units of Foreign Securities
CHESS Units of Foreign Securities
American Depositary Shares, each representing five units

Name of each exchange on which registered:

New York Stock Exchange\*

New York Stock Exchange\*

New York Stock Exchange

of CHESS Units of Foreign Securities

\* Listed, not for trading, but only in connection with the registered American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission

None.

## Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 467,295,391 shares of common stock at March 31, 2007.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☑ Yes ☐ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934. ☐ Yes ☑ No

Note — Checking the box will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐

Indicate by check mark which financial statement item the registrant has elected to follow. ☐ Item 17 ☑ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☑ No

#### **Explanatory Note**

This Amendment No. 1 to our Annual Report on Form 20-F for the fiscal year ended March 31, 2007 amends Item 16C. Principal Accountant Fees and Services to correct the fees paid for such fiscal year.

#### Item 16C. Principal Accountant Fees and Services

#### Fees Paid to Our Independent Registered Public Accounting Firm

Fees paid to our independent registered public accounting firm for services provided for fiscal years 2007, 2006 and 2005 were as follows:

		Fiscal Years Ended March 31,						
	2	2007		2007 2006		6	2005	
			(In mil	lions)				
Audit Fees (1)	\$	2.1	\$	1.6	\$	3.1		
Audit-Related Fees (2)		0.1		0.1		0.2		
Tax Fees (3)		8.0		5.2		4.2		

- (1) Audit Fees include the aggregate fees for professional services rendered by our independent registered public accounting firm. Professional services include the audit of our annual financial statements and services that are normally provided in connection with statutory and regulatory filings. During the fiscal year ended March 31, 2007, total audit fees also included fees for Sarbanes-Oxley compliance testing of \$0.8 million. During the fiscal year ended March 31, 2005, total audit fees also included internal investigation fees of \$1.9 million.
- Audit-Related Fees include the aggregate fees billed for assurance and related services rendered by our independent registered public accounting firm. Our independent registered public accounting firm did not engage any temporary employees to conduct any portion of the audit of our financial statements for the fiscal year ended March 31, 2007.
- (3) Tax Fees include the aggregate fees billed for tax compliance, tax advice and tax planning services rendered by our independent registered public accounting firm.

In addition to the fees described above, the Company incurred minor fees from the Company's independent registered public accounting firm related to the purchase and use of software.

#### **Audit Committee Pre-Approval Policies and Procedures**

In accordance with our Audit Committee's policy and the requirements of the law, all services provided by PricewaterhouseCoopers LLP are pre-approved annually by the Audit Committee. Pre-approval includes a list of specific audit and non-audit services in the following categories: audit services, audit-related services, tax services and other services. Any additional services that we may ask our independent registered public accounting firm to perform will be set forth in a separate document requesting Audit Committee approval in advance of the service being performed.

All of the services pre-approved by the Audit Committee are permissible under the SEC's auditor independence rules. To avoid potential conflicts of interest, the law prohibits a publicly traded company from obtaining certain non-audit services from its independent registered public accounting firm. We obtain these services from other service providers as needed.

#### **SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this amendment to such annual report on its behalf.

Date: August 7, 2007

JAMES HARDIE INDUSTRIES N.V.

By: /s/ Louis Gries

Louis Gries

Chief Executive Officer

### **Exhibit Index**

Documents filed as exhibits to this Form 20-F/A No. 1:

Exhibit	
Number	Description of Exhibits
12.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of
	2002

<DOCUMENT>

<TYPE> EX-12.1
<FILENAME> a32620a1exv12w1.htm

<DESCRIPTION> EXHIBIT 12.1

<TEXT>

# CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

#### I, Louis Gries, certify that:

- 1. I have reviewed this amendment to annual report on Form 20-F/A No. 1 of James Hardie Industries N.V.;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
- 4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles:
  - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
- 5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: August 7, 2007	/s/ Louis Gries
	Louis Gries
	Chief Executive Officer

<DOCUMENT>

<TYPE> EX-12.2
<FILENAME> a32620a1exv12w2.htm

<DESCRIPTION> EXHIBIT 12.2

<TEXT>

## CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

- I, Russell Chenu, certify that:
- 1. I have reviewed this amendment to annual report on Form 20-F/A No. 1 of James Hardie Industries N.V.;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
- 4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles:
  - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
- 5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: August 7, 2007	/s/ Russell Chenu	
	Russell Chenu	
	Chief Financial Officer	

<DOCUMENT>

<TYPE> EX-13.1
<FILENAME> a32620alexv13w1.htm

<DESCRIPTION> EXHIBIT 13.1

<TEXT>

# CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of the undersigned hereby certifies, in his capacity as an officer of James Hardie Industries N.V. (the "Company"), for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- the amendment to the Annual Report of the Company on Form 20-F/A No. 1 for the fiscal year ended March 31, 2007 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in such report fairly presents, in all material respects, the financial condition and results of operation of the Company.

/s/ Louis Gries	
Louis Gries	
Chief Executive Officer	
/s/ Russell Chenu	
Russell Chenu	

Dated: August 7, 2007

Chief Financial Officer