

METALS USA INC
Form 3
August 01, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Citadel Wellington LLC
(Last) (First) (Middle)

C/O CITADEL INVESTMENT
GROUP, L.L.C., Â 131 S.
DEARBORN STREET, 32ND
FLOOR

(Street)

CHICAGO, Â IL Â 60603

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
12/31/2004

3. Issuer Name **and** Ticker or Trading Symbol
METALS USA INC [MUSA]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,379,842 ⁽¹⁾

I

See footnote ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Citadel Wellington LLC
C/O CITADEL INVESTMENT GROUP, L.L.C.
131 S. DEARBORN STREET, 32ND FLOOR
CHICAGO, IL 60603

Â Â X Â Â

Signatures

CITADEL WELLINGTON LLC By: Citadel Limited Partnership, its Managing Member By:
Citadel Investment Group, L.L.C., its General Partner By: /s/ Matthew B. Hinerfeld Matthew
B. Hinerfeld, Managing Director and Deputy General Counsel

07/29/2005

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Citadel Wellington LLC, an affiliated entity of Citadel Limited Partnership, became a reporting person under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), as a result of its formation, upon which it may be deemed a member of a "group" under the Act with Citadel Limited Partnership and certain of its other affiliated entities with respect to the securities of the Issuer. All of the securities being reported on this Form 3 have been previously reported as owned by Citadel Limited Partnership and such other affiliated entities, most recently on a Form 4 filed December 21, 2004, by such reporting persons. Citadel Wellington LLC intends to file jointly with these other reporting persons to report transactions in the Issuer's securities occurring after the date hereof.

(2) Citadel Wellington LLC may be deemed to indirectly control Citadel Equity Fund Ltd., which directly and indirectly owns shares of the Issuer, and may be deemed to have a pecuniary interest in such shares. Citadel Wellington LLC disclaims beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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