

HANSON PLC
Form 20-F/A
March 06, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 20-F/A

(Amendment No. 1)

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2006**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 333-109672

HANSON PLC

(successor to Hanson Building Materials Limited)
(Exact Name of Registrant as Specified in Its Charter)

n/a

(Translation of Registrant's name into English)

England and Wales

(Jurisdiction of incorporation or organization)

1 Grosvenor Place

London SW1X 7JH, England

(Address of principal executive offices)

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

| Title of each class | Name of each exchange on which registered |
|-------------------------------|--|
| American Depositary Shares | The New York Stock Exchange, Inc. |
| Ordinary Shares of £0.10 each | The New York Stock Exchange, Inc.* |
| 5.25% Notes due 2013** | The New York Stock Exchange, Inc. |
| 6.125% Notes due 2016 | The New York Stock Exchange, Inc. |

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

** Issued by Hanson Australia Funding Limited, an indirect wholly owned subsidiary of the Registrant, and guaranteed as to certain payments by the Registrant.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

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(Title of Class)

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

None

(Title of Class)

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.

736,968,849 Ordinary Shares of £0.10 each were in issue.

Indicate by check mark whether 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

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 Annual Report on Form 20-F/A ("Form 20-F/A") is being filed by Hanson PLC (the "Registrant") as Amendment No. 1 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006 ("Form 20-F"). This Form 20-F/A is filed solely for the purpose of correcting a typographical error contained in Exhibit 14.1 (Consent of Independent Registered Public Accounting Firm) to the Form 20-F. The date was incorrectly presented as March 1, 2007 and should have been February 22, 2007.

The signed consent provided to us by Ernst & Young LLP is dated February 22, 2007.

This Form 20-F/A does not, amend, update or restate the information in any other item of the Form 20-F as originally filed on March 1, 2007, or reflect any events that have occurred after the original filing of the Form 20-F.

EXHIBIT INDEX

- 1.1 Amended and Restated Memorandum and Articles of Association of Hanson PLC (incorporated by reference to Exhibit 1.1 to Hanson PLC's Annual Report on Form 20-F for the year ended December 31, 2005).
- 2.1 Deposit Agreement, dated as of October 14, 2004, among Hanson PLC, Citibank, N.A. as depositary and the holders from time to time of the ADRs issued thereunder (incorporated by reference to Exhibit 1 to Hanson PLC's Report on Form 6-K filed on November 10, 2003).
- 2.2 Indenture dated as of September 27, 2000 among Old Hanson and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to Old Hanson's Registration Statement No. 333-12510 on Form F-3).
- 2.3 Indenture dated as of March 18, 2003 among Hanson Australia Funding Limited, Old Hanson and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.2 to Old Hanson's Registration Statement No. 333-98517 on Form F-3).
- 2.4 First Supplemental Indenture dated as of February 10, 2004 to the Indenture referred to in Exhibit 2.3 hereof, among Old Hanson, Hanson PLC and The Bank of New York, as Trustee (incorporated by reference to Exhibit 2.5 to Hanson PLC's Annual Report on Form 20-F for the year ended December 31, 2003).
- 2.5 Form of Indenture among Hanson Finance America, Inc., Old Hanson and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.3 to Old Hanson's Registration Statement No. 333-98517 on Form F-3).
- 2.6 First Supplemental Indenture dated as of February 10, 2004 to the Indenture referred to in Exhibit 2.5 hereof among Hanson Australia Funding Limited, Old Hanson, Hanson PLC and The Bank of New York, as Trustee (incorporated by reference to Exhibit 2.7 to Hanson PLC's Annual Report on Form 20-F for the year ended December 31, 2003).
- 2.7 Form of Indenture dated August 16, 2006 between Hanson PLC and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to Hanson PLC's Registration Statement No. 333-136396 on Form F-3).
- 2.8 Hanson hereby agrees to furnish the Commission, upon its request, copies of any instruments that define the rights of holders of long-term debt of Hanson and its subsidiaries that are not filed as exhibits to the Annual Report and Form 20-F.
- 4.1 Form of Demerger Agreement, between Old Hanson, Hanson Overseas Holdings Ltd. and Millennium (incorporated by reference to Exhibit 10.7 to Millennium's Registration Statement on Form 10 (SEC File No. 1-12091)).

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4.2 Form of Indemnification Agreement, between Old Hanson and Millennium (incorporated by reference to Exhibit 10.8 to Millenium's Registration Statement on Form 10 (SEC File No. 1-12091)).

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- 4.3 Form of Tax Sharing and Indemnification Agreement, between Old Hanson, Hanson Overseas Holdings Ltd. and Millenium (incorporated by reference to Exhibit 10.9(b) to Millenium's Registration Statement on Form 10 (SEC File No. 1-12091)).
- 4.4 Form of Deed of Tax Covenant, between Old Hanson, Hanson Overseas Holdings Ltd. and Millennium (incorporated by reference to Exhibit 10.9(b) to Millenium's Registration Statement on Form 10 (SEC File No. 1-12091)).
- 4.5 Amendment to the Deed of Tax Covenant, dated January 28, 1997 (incorporated by reference to Exhibit 3.1(e) to Old Hanson's Annual Report on Form 20-F for the year ended December 31, 1998).
- 4.6 Agreement, dated August 28, 1996 among Imperial, Old Hanson, J. Henry Schroder & Co. Ltd and certain other parties (incorporated by reference to Exhibit 3.2(a) to Old Hanson's Annual Report on Form 20-F for the year ended December 31, 1997).
- 4.7 Deed, dated August 28, 1996 between Old Hanson and Imperial (incorporated by reference to Exhibit 3.2(b) to Old Hanson's Annual Report on Form 20-F for the year ended December 31, 1997).
- 4.8 Demerger Agreement dated August 28, 1996 between Old Hanson and Imperial (incorporated by reference to Exhibit 3.2(c) to Old Hanson's Annual Report on Form 20-F for the year ended December 31, 1997).
- 4.9 Form of Demerger Agreement between Old Hanson and The Energy Group (incorporated by reference to Exhibit 3.2 to Energy's Registration Statement on Form 20-F (SEC File No. 1-14576)).
- 4.10 Form of Deed between Old Hanson and Rollalong Ltd (incorporated by reference to Exhibit 3.3 to Energy's Registration Statement on Form 20-F (SEC File No. 1-14576)).
- 4.11 Form of Indemnification Agreement between Old Hanson and the Energy Group (incorporated by reference to Exhibit 3.4 to Energy's Registration Statement on Form 20-F (SEC File No. 1-14576)).
- 4.12 Form of Tax Sharing and Indemnification Agreement among Old Hanson, Cavenham, The Energy Group and Gold Fields American Corporation (incorporated by reference to Exhibit 3.5 to Energy's Registration Statement on Form 20-F (SEC File No. 1-14576)).
- 4.13 Form of Peabody Acquisition Agreement among US Holdings, Inc., GFAC International Holdings Inc. (GFAC), Old Hanson and The Energy Group (incorporated by reference to Exhibit 3.6 to Energy's Registration Statement on Form 20-F (SEC File No. 1-145476)).
- 8.1 Principal subsidiary undertakings (incorporated by reference to list of principal subsidiary undertakings on page 137 in the Annual Report and Form 20-F).
- 12.1 Certification of Alan J. Murray filed pursuant to 17 CFR 240.13a-14(a).*
- 12.2 Certification of Paviter S. Binning filed pursuant to 17 CFR 240.13a-14(a).*
- 13.1 Certification of Alan J. Murray furnished pursuant to 17 CFR 240.13a-14(b) and 18 U.S.C. §1350.*
- 13.2 Certification of Paviter S. Binning furnished pursuant to 17 CFR 240.13a-14(b) and 18 U.S.C. §1350.*

14.1 Consent of Independent Registered Public Accounting Firm.**

* Filed on March 1, 2007 with the original filing of the Form 20-F.

** Filed herewith.

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 No. 1 to its annual report for the fiscal year ended December 31, 2006 on its behalf.

HANSON PLC

By: /s/ Graham Dransfield

Name: Graham Dransfield

Title: Legal Director

Date: March 6, 2007
