

BENNETT ENVIRONMENTAL INC

Form SC 13G

February 18, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Bennett Environmental Inc.

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(Name of Issuer)

Common Shares without par value

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(Title of Class of Securities)

081906109

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(Cusip Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

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1. Name of Reporting Person: John Bennett  
 I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:  
 Canada

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

5. Sole Voting Power:  
 642,625

6. Shared Voting Power:  
 1,137,494

7. Sole Dispositive Power:  
 642,625

8. Shared Dispositive Power:  
 1,137,494

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
 1,780,119

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11. Percent of Class Represented by Amount in Row (9):  
 9.6%

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12. Type of Reporting Person:  
IN

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CUSIP No. 081906109

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**Item 1(a). Name of Issuer:**

Bennett Environmental Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

Suite 208, 1540 Cornwall Road  
Oakville, Ontario L6J 7W5 Canada

**Item 2(a). (c). Name, Principal Business Address and Citizenship of Person Filing:**

John Bennett  
Bennett Environmental Inc.  
Suite 208, 1540 Cornwall Road  
Oakville, Ontario L6J 7W5 Canada  
Citizenship: Canada

**Item 2(d). Title of Class of Securities:** Common Shares without par value

**Item 2(e). CUSIP Number:** 081906109

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a) // Broker or dealer registered under Section 15 of the Exchange Act.
- (b) // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) // Investment company registered under Section 8 of the Investment Company Act.
- (e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.  
// A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment
- (i) Company Act.
- (j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not Applicable

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**Item 4. Ownership.**

The information in items 1 and 5 through 11 on the cover page (p. 2) on Schedule 13G is hereby incorporated by reference.

Totals shown include: (i) 642,625 Common Shares (including 227,500 immediately exercisable stock options) of the Issuer directly owned by Mr. Bennett; (ii) 1,050,000 Common Shares held by a trust over which Mr. Bennett exercises voting control; and (iii) 87,494 shares held by Mr. Bennett's wife.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certification.**

Not Applicable

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**SIGNATURE**

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 16, 2004

/s/ John Bennett

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**John Bennett**