

SUPERIOR ESSEX INC
Form 4
July 20, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
GREENWATER HOLDINGS LTD

2. Issuer Name and Ticker or Trading Symbol
SUPERIOR ESSEX INC [SPSX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 MERRITT 7

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NORWALK, CT 06856

(City) (State) (Zip)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/15/2005 ⁽¹⁾		S	V Amount (A) or (D) Price 1,250,000 D \$ 20.25	1,241,318	D ⁽²⁾ ⁽³⁾	

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

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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENWATER HOLDINGS LTD 201 MERRITT 7 NORWALK, CT 06856		X		
HELLER INTERNATIONAL GROUP INC 500 WEST MONROE CHICAGO, IL 60661				See notes (2) and (3)
HELLER FINANCIAL INC 500 WEST MONROE CHICAGO, IL 60661				See notes (2) and (3)
GENERAL ELECTRIC CAPITAL CORP 260 LONG RIDGE ROAD STAMFORD, CT 06927				See notes (2) and (3)
GENERAL ELECTRIC CAPITAL SERVICES INC/CT 260 LONG RIDGE ROAD STAMFORD, CT 06927				See notes (2) and (3)
GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828				See notes (2) and (3)

Signatures

Barbara A. Lane, Director Greenwater Holdings, Ltd.	07/20/2005
**Signature of Reporting Person	Date
Clifford M. Warren, Director and President, Heller International Group, Inc.	07/20/2005
**Signature of Reporting Person	Date
Clifford M. Warren, Director, Heller Financial, Inc.	07/20/2005

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<u>Signature of Reporting Person</u>	Date
Michael A. Gaudino, Vice President, General Electric Capital Corporation	07/20/2005
<u>Signature of Reporting Person</u>	Date
Barbara A. Lane, Attorney-In-Fact, General Electric Capital Services, Inc.	07/20/2005
<u>Signature of Reporting Person</u>	Date
Barbara A. Lane, Attorney-In-Fact, General Electric Company	07/20/2005
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) The parties reached agreement as to material terms on July 15, 2005. The transaction was executed on Nasdaq on July 19, 2005.
These shares are owned directly by Greenwater Holding, Ltd. ("Greenwater"). Heller International Group, Inc. ("HIG") is the sole shareholder of Greenwater. Heller Financial, Inc. ("Heller Financial") is the sole shareholder of HIG. General Electric Capital Corporation ("GECC") is the sole shareholder of Heller Financial. General Electric Capital Services, Inc. ("GECS") is the sole shareholder of GECC. General Electric Company ("GE") is the sole shareholder of GECS.
- (3) Pursuant to Rule 16a-1(4) promulgated under the Securities and Exchange Act of 1934, as amended, each of GE, GECS, GECC, Heller Financial and HIG disclaims beneficial ownership of the Common Stock directly owned by Greenwater.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.