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CHICAGO BRIDGE & IRON CO N V
Form SC 13D/A
July 03, 2003

SCHEDULE 13D/A
(Rule 13d-101)

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934
Amendment No. 7

Chicago Bridge & Iron Company N.V.

(Name of Issuer)

Common Stock, par value NLG .01

(Title of Class of Securities)

N19808109

(CUSIP Number)

Richard E. Blohm, Jr., 1415 Louisiana Street, Suite 3000, Houston,
Texas 77002 (713) 739-6500

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

July 2, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1746 (12-91)

CUSIP No. N19808109

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Wedge Engineering B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (d) OR 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Netherlands

7 SOLE VOTING POWER
NUMBER OF 0
SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY 2,000,000

9 SOLE DISPOSITIVE POWER
EACH 0
REPORTING

10 SHARED DISPOSITIVE POWER
PERSON WITH 2,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
Approximately 4.4%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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CUSIP No. N19808109

SCHEDULE 13D

Page 3 of 8 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Issam M. Fares

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Lebanon

7 SOLE VOTING POWER
NUMBER OF 0
SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY 2,000,000

9 SOLE DISPOSITIVE POWER
EACH

0
REPORTING

10 SHARED DISPOSITIVE POWER
PERSON

WITH 2,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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contains additional customary terms and conditions. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the text of such agreement, which is filed as an exhibit to this Schedule 13D and is incorporated by reference herein. See also Item 4.

On March 19, 2003, WEDGE Engineering and the Issuer amended the Shareholder Agreement, dated as of December 28, 2000 and as previously amended on February 7, 2001, to lower the threshold for exercising WEDGE Engineering's remaining demand and piggyback registration rights to 4% of the issued and outstanding shares of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Original Statement is hereby amended to add the following exhibit:

- 99.9 Underwriting Agreement dated as of June 26, 2003 among WEDGE Engineering B.V., a Netherlands company with its statutory seat in Amsterdam, First Reserve Fund VIII, L.P., Gerald M. Glenn, the Issuer, and the several underwriters named in Schedule B thereto.
- 99.10 Amendment No. 2 to Shareholder Agreement dated as of March 19, 2003 among WEDGE Group Incorporated, the Issuer and certain shareholders of the Issuer (incorporated by reference to Exhibit 4.3 of the Issuer's Form 10-K for the fiscal year ended December 31, 2002).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: July 2, 2003.

WEDGE ENGINEERING B.V.

By: Minefa Holding, B.V.,
its Managing Director

By: Issam M. Fares,
its Managing Director

By: /s/ Richard E. Blohm, Jr.

Richard E. Blohm, Jr.
Attorney-in-Fact

ISSAM M. FARES

By: /s/ Richard E. Blohm, Jr.

Richard E. Blohm, Jr.
Attorney-in-Fact

