

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2002-12-01**

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ISSUER

LAFARGE NORTH AMERICA INC

CIK: **716783** | IRS No.: **581290226** | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **3241** Cement, hydraulic

Mailing Address
12950 WORLDGATE DR.
SUITE 500
HERNDON VA 20170

Business Address
12950 WORLDGATE DR.
SUITE 500
HERNDON VA 20170
7034803600

REPORTING OWNER

MORGAN GWYN

CIK: **1241930**
Type: **5** | Act: **34** | File No.: **001-08584** | Film No.: **04591908**

Mailing Address
P O BOX 2850
CALGARY A0 T2P 2S5

FORM 5

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).

Form 3 Holdings Reported

Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MORGAN GWYN			2. Issuer Name and Ticker or Trading Symbol LAFARGE NORTH AMERICA INC [LAF]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/01/2002			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
6501, 400 EAU CLAIRE AVENUE, SW			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) CALGARY, ALBERTA T2P 4X2								
(City)	(State)	(Zip)						

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D) Price			

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock		05/10/2002		A	23		(2)	(2)	Common Stock	23	\$43.88	23	D	
Phantom Stock		07/12/2002		A	335		(2)	(2)	Common Stock	335	\$29.81	358	D	
Phantom Stock		08/02/2002		A	32		(2)	(2)	Common Stock	32	\$31.7	390	D	
Phantom Stock		10/31/2002		A 4	312		(2)	(2)	Common Stock	312	\$29.65	702	D	

Explanation of Responses:

1. These shares are payable on a 1 for 1 basis
2. The shares of phantom stock become payable in cash or common stock, at the election of the reporting person, upon the reporting p erson's termination of service as a director.

Signatures

William G. Miller, signed pursuant to authorization previous

02/12/2004

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.