SOUTHERN PERU COPPER CORP/ Form SC 13G February 14, 2005

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Schedule 13G Under the Securities Exchange Act of 1934 Southern Peru Copper Corp (Name of Issuer) COM (Title of Class of Securities) 843611104 (CUSIP Number) December 31, 2004 (Date of Event Which Requires Filing of this Statement)

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

[X] Rule 13d-1(b)

*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 the disclosures provided in a prior page.

The information required in 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).

CUSIP	No.	843611104

(1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). BARCLAYS GLOBAL INVESTORS, NA., 943112180 (2) Check the appropriate box if a member of a Group* (a) / / (b) /X/ (3) SEC Use Only (4) Citizenship or Place of Organization U.S.A.

Number of Shares Beneficially Owned	(5) Sole Voting Power 858,391		
by Each Reporting Person With	(6) Shared Voting Power -		
	(7) Sole Dispositive Power 985,634		
	(8) Shared Dispositive Power -		
(9) Aggregate Amount Beneficially Owned by E 985,634	ach Reporting Person		
(10) Check Box if the Aggregate Amount in Ro	v (9) Excludes Certain Shares*		
(11) Percent of Class Represented by Amount 6.98%	in Row (9)		
(12) Type of Reporting Person* BK			
CUSIP No. 843611104			
(1) Names of Reporting Persons. I.R.S. Identification Nos. of above p	persons (entities only).		
BARCLAYS GLOBAL FUND ADVISORS			
<pre>(2) Check the appropriate box if a member of (a) / / (b) /X/</pre>	a Group*		
(3) SEC Use Only			
(4) Citizenship or Place of Organization U.S.A.			
Number of Shares Beneficially Owned by Each Reporting	(5) Sole Voting Power 26,661		
Person With	(6) Shared Voting Power -		
	(7) Sole Dispositive Power 28,723		
	(8) Shared Dispositive Power -		
(9) Aggregate Amount Beneficially Owned by Ed 28,723	ach Reporting Person		

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

_____ (11) Percent of Class Represented by Amount in Row (9) 0.20% _____ (12) Type of Reporting Person* ΙA _____ CUSIP No. 843611104 _____ _____ (1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). BARCLAYS GLOBAL INVESTORS, LTD _____ ------(2) Check the appropriate box if a member of a Group* (a) / / (b) /X/ _____ _____ (3) SEC Use Only _____ (4) Citizenship or Place of Organization England _____ _____ Number of Shares (5) Sole Voting Power Beneficially Owned 27,008 by Each Reporting _____ Person With (6) Shared Voting Power _____ (7) Sole Dispositive Power 27,008 _____ (8) Shared Dispositive Power _____ (9) Aggregate 27,008 _____ (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* _____ (11) Percent of Class Represented by Amount in Row (9) 0.19% _____ (12) Type of Reporting Person* BK _____ CUSIP No. 843611104 _____ _____

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED _____ (2) Check the appropriate box if a member of a Group* (a) / / (b) /X/ _____ (3) SEC Use Only _____ (4) Citizenship or Place of Organization Japan _____ _____ Number of Shares (5) Sole Voting Power Beneficially Owned by Each Reporting _____ Person With (6) Shared Voting Power -_____ (7) Sole Dispositive Power (8) Shared Dispositive Power _ _____ (9) Aggregate _____ (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* _____ (11) Percent of Class Represented by Amount in Row (9) 0.00% _____ (12) Type of Reporting Person* BK _____ CUSIP No. 843611104 _____ (1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). BARCLAYS LIFE ASSURANCE COMPANY LIMITED _____ (2) Check the appropriate box if a member of a Group* (a) / / (b) /X/ _____ (3) SEC Use Only _____ (4) Citizenship or Place of Organization England _____ Number of Shares (5) Sole Voting Power Beneficially Owned _ by Each Reporting _____ Person With (6) Shared Voting Power

_____ (7) Sole Dispositive Power _ _____ (8) Shared Dispositive Power _____ (9) Aggregate _____ (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* _____ _____ (11) Percent of Class Represented by Amount in Row (9) 0.00% _____ _____ (12) Type of Reporting Person* BK _____ CUSIP No. 843611104 _____ _____ (1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). BARCLAYS BANK PLC _____ (2) Check the appropriate box if a member of a Group* (a) / / (b) /X/ _____ (3) SEC Use Only _____ (4) Citizenship or Place of Organization England _____ _____ Number of Shares (5) Sole Voting Power Beneficially Owned 125**,**000 by Each Reporting _____ Person With (6) Shared Voting Power _____ (7) Sole Dispositive Power 125**,**000 _____ (8) Shared Dispositive Power (9) Aggregate 125,000 _____ (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* _____ (11) Percent of Class Represented by Amount in Row (9) 0.89% _____ _____ (12) Type of Reporting Person*

ВК	
CUSIP No. 843611104	
(1) Names of Reporting Persor I.R.S. Identification BARCLAYS CAPITAL SECUR	Nos. of above persons (entities only).
<pre>(2) Check the appropriate box (a) / / (b) /X/</pre>	
(3) SEC Use Only	
(4) Citizenship or Place of Or England.	rganization
Number of Shares Beneficially Owned	(5) Sole Voting Power 8,400
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power 8,400
	(8) Shared Dispositive Power -
(9) Aggregate 8,400	
(10) Check Box if the Aggregat	ce Amount in Row (9) Excludes Certain Shares*
(11) Percent of Class Represer 0.06%	nted by Amount in Row (9)
(12) Type of Reporting Person' BK	k
CUSIP No. 843611104	
(1) Names of Reporting Persor I.R.S. Identification	ns. Nos. of above persons (entities only).
BARCLAYS CAPITAL INC	
<pre>(2) Check the appropriate box (a) / / (b) /X/</pre>	if a member of a Group*
(3) SEC Use Only	

(4) Citizenship or Place of Organization U.S.A.	1
Number of Shares Beneficially Owned	(5) Sole Voting Power 3,000
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power 3,000
	(8) Shared Dispositive Power -
(9) Aggregate 3,000	
(10) Check Box if the Aggregate Amount i	in Row (9) Excludes Certain Shares*
<pre>(11) Percent of Class Represented by Amc 0.02%</pre>	punt in Row (9)
(12) Type of Reporting Person* BD	

CUSIP 1	No.	843611104		
(1) Na		eporting Persons. Identification Nos. of ab	ove persons	(entities only).
	BARCLAYS	S PRIVATE BANK & TRUST (I	SLE OF MAN)	LIMITED
(2) Che (a) / (b) /2	/ X/	opropriate box if a membe		
(3) SE	C Use Only			
(4) Cit	tizenship England.	or Place of Organization		
Benefi	of Shares	ned	(5)	Sole Voting Power _
by Each Reporting Person With		IQ	(6)	Shared Voting Power -
			(7)	Sole Dispositive Power -
			(8)	Shared Dispositive Power

(9) Aggregate -		
(10) Check Box if the	Aggregate Amount	in Row (9) Excludes Certain Shares*
(11) Percent of Class 0.00%	Represented by Ar	mount in Row (9)
(12) Type of Reportin BK	g Person*	
CUSIP No. 84361 		
(1) Names of Reporti I.R.S. Identi		above persons (entities only).
BARCLAYS PRIV	ATE BANK AND TRUS	T (JERSEY) LIMITED
(2) Check the appropr (a) / / (b) /X/		-
(3) SEC Use Only		
(4) Citizenship or Pl England	ace of Organizatio	on
Number of Shares Beneficially Owned		(5) Sole Voting Power -
by Each Reporting Person With	(6) Shared Voting Power -	
	(7) Sole Dispositive Power -	
		(8) Shared Dispositive Power
(9) Aggregate -		
(10) Check Box if the	Aggregate Amount	in Row (9) Excludes Certain Shares*
(11) Percent of Class 0.00%	Represented by Ar	
0.00% (12) Type of Reportin BK	Represented by Ar g Person*	mount in Row (9)

(1) Names of Reporting Persons. I.R.S. Identification Nos. of a	bove persons (entities only).
BARCLAYS BANK TRUST COMPANY LIM	IITED
<pre>(2) Check the appropriate box if a memb (a) / / (b) /X/</pre>	er of a Group*
(3) SEC Use Only	
(4) Citizenship or Place of Organizatio England	n
Number of Shares Beneficially Owned	(5) Sole Voting Power _
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power -
	(8) Shared Dispositive Power -
 (9) Aggregate -	
(10) Check Box if the Aggregate Amount	in Row (9) Excludes Certain Shares*
<pre>(11) Percent of Class Represented by Am</pre>	nount in Row (9)
(12) Type of Reporting Person* BK	
CUSIP No. 843611104	
(1) Names of Reporting Persons. I.R.S. Identification Nos. of a	bove persons (entities only).
BARCLAYS BANK (Suisse) SA	
<pre>(2) Check the appropriate box if a memb (a) / / (b) /X/</pre>	per of a Group*
(3) SEC Use Only	
(4) Citizenship or Place of Organizatio Switzerland	on
Number of Shares Beneficially Owned by Each Reporting	(5) Sole Voting Power

Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power
	(8) Shared Dispositive Power
(9) Aggregate -	
(10) Check Box if the Aggregate Amount in	Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amoun 0.00%	t in Row (9)
(12) Type of Reporting Person* BK	
CUSIP No. 843611104	
(1) Names of Reporting Persons. I.R.S. Identification Nos. of abov	e persons (entities only).
BARCLAYS PRIVATE BANK LIMITED	
<pre>(2) Check the appropriate box if a member (a) / / (b) /X/</pre>	of a Group*
(3) SEC Use Only	
(4) Citizenship or Place of Organization England	
Number of Shares Beneficially Owned	(5) Sole Voting Power
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power -
	(8) Shared Dispositive Power -
(9) Aggregate -	
(10) Check Box if the Aggregate Amount in	Row (9) Excludes Certain Shares*

<pre>(11) Percent of Class Represented by Amount</pre>	in Row (9)
(12) Type of Reporting Person* BK	
CUSIP No. 843611104	
<pre>(1) Names of Reporting Persons. I.R.S. Identification Nos. of above y BRONCO (BARCLAYS CAYMAN) LIMITED</pre>	persons (entities only).
<pre>(2) Check the appropriate box if a member of (a) / / (b) /X/</pre>	a Group*
(3) SEC Use Only	
(4) Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned	(5) Sole Voting Power -
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power
	(8) Shared Dispositive Power -
(9) Aggregate -	
(10) Check Box if the Aggregate Amount in Ro	w (9) Excludes Certain Shares*
<pre>(11) Percent of Class Represented by Amount</pre>	in Row (9)
(12) Type of Reporting Person* OH	
CUSIP No. 843611104	
<pre>(1) Names of Reporting Persons. I.R.S. Identification Nos. of above ;</pre>	persons (entities only).
PALOMINO LIMITED	
(2) Check the appropriate box if a member of (a) $\ / \ /$	

(b) /X/	
(3) SEC Use Only	
(4) Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned	(5) Sole Voting Power -
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power -
	(8) Shared Dispositive Power -
(9) Aggregate -	
(10) Check Box if the Aggregate Amount in	Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amoun 0.00%	nt in Row (9)
(12) Type of Reporting Person* OH	
CUSIP No. 843611104	
(1) Names of Reporting Persons. I.R.S. Identification Nos. of abov	ve persons (entities only).
HYMF LIMITED	
<pre>(2) Check the appropriate box if a member (a) / / (b) /X/</pre>	of a Group*
(3) SEC Use Only	
(4) Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned	(5) Sole Voting Power -
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power -
	<pre>(8) Shared Dispositive Power</pre>

_____ (9) Aggregate _____ (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* _____ (11) Percent of Class Represented by Amount in Row (9) 0.00% _____ (12) Type of Reporting Person* OH _____ ITEM 1(A). NAME OF ISSUER Southern Peru Copper Corp _____ ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016 ------_____ NAME OF PERSON(S) FILING ITEM 2(A). BARCLAYS GLOBAL INVESTORS, NA _____ ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 45 Fremont Street San Francisco, CA 94105 _____ ITEM 2(C). CITIZENSHIP U.S.A _____ _____ ITEM 2(D). TITLE OF CLASS OF SECURITIES COM _____ ITEM 2(E). CUSIP NUMBER 843611104 _____ ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER Southern Peru Copper Corp

ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS GLOBAL FUND ADVISORS
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 45 Fremont Street San Francisco, CA 94105
ITEM 2(C).	CITIZENSHIP U.S.A
ITEM 2(D).	TITLE OF CLASS OF SECURITIES COM
ITEM 2(E).	CUSIP NUMBER 843611104
ITEM 3. 13D-2(B), CHECK	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR WHETHER THE PERSON FILING IS A
<pre>(15 U.S (b) // Bank as (c) // Insuran (15 U.S (d) // Investm Company (e) /X/ Investm (f) // Employe 240.13d (g) // Parent 240.13d (h) // A savin Insuran (i) // A churc company (15U.S. (j) // Group, ITEM 1(A).</pre>	or Dealer registered under Section 15 of the Act A.C. 780). defined in section 3(a) (6) of the Act (15 U.S.C. 78c). Ace Company as defined in section 3(a) (19) of the Act A.C. 78c). ment Company registered under section 8 of the Investment Act of 1940 (15 U.S.C. 80a-8). ment Adviser in accordance with section 240.13d(b)(1)(ii)(E). me Benefit Plan or endowment fund in accordance with section I-1(b)(1)(ii)(F). Holding Company or control person in accordance with section I-1(b)(1)(ii)(G). mgs association as defined in section 3(b) of the Federal Deposit ace Act (12 U.S.C. 1813). th plan that is excluded from the definition of an investment under section 3(c)(14) of the Investment Company Act of 1940 C. 80a-3). in accordance with section 240.13d-1(b)(1)(ii)(J) NAME OF ISSUER Southern Peru Copper Corp
	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS, LTD
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Murray House 1 Royal Mint Court LONDON, EC3N 4HH
ITEM 2(C).	
	TITLE OF CLASS OF SECURITIES

СОМ
ITEM 2(E). CUSIP NUMBER 843611104
ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A
<pre>(a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780).</pre>
 (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
<pre>(d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).</pre>
 (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
(g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
<pre>(h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).</pre>
 (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A). NAME OF ISSUER Southern Peru Copper Corp
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016
ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED
ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan
ITEM 2(C). CITIZENSHIP Japan
ITEM 2(D). TITLE OF CLASS OF SECURITIES COM
ITEM 2(E). CUSIP NUMBER 843611104
ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A
<pre>(a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780).</pre>
 (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
<pre>(d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).</pre>
(e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).

	yee Benefit Plan or endowment fund in accordance with section 3d-1(b)(1)(ii)(F).		
(g) // Parent	t Holding Company or control person in accordance with section		
(h) // A sav	240.13d-1(b)(1)(ii)(G). n) // A savings association as defined in section 3(b) of the Federal Dep		
(i) // A chu:	ance Act (12 U.S.C. 1813). rch plan that is excluded from the definition of an investment ny under section 3(c)(14) of the Investment Company Act of 1940		
	S.C. 80a-3). , in accordance with section 240.13d-1(b)(1)(ii)(J)		
ITEM 1(A).	NAME OF ISSUER Southern Peru Copper Corp		
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016		
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS LIFE ASSURANCE COMPANY LIMITED		
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Unicorn House 5th floor 252 Romford Road, Forest Gate London 37 9JB England		
ITEM 2(C).	CITIZENSHIP England		
ITEM 2(D).	TITLE OF CLASS OF SECURITIES COM		
ITEM 2(E).	CUSIP NUMBER 843611104		
	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR CK WHETHER THE PERSON FILING IS A		
	r or Dealer registered under Section 15 of the Act		
(b) /X/ Bank a (c) // Insura	.S.C. 78o). as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). ance Company as defined in section 3(a) (19) of the Act		
(d) // Invest	.S.C. 78c). tment Company registered under section 8 of the Investment		
(e) // Invest (f) // Employ	ny Act of 1940 (15 U.S.C. 80a-8). tment Adviser in accordance with section 240.13d(b)(1)(ii)(E). yee Benefit Plan or endowment fund in accordance with section		
(g) // Parent	3d-1(b)(1)(ii)(F). t Holding Company or control person in accordance with section		
(h) // A sav:	3d-1(b)(1)(ii)(G). ings association as defined in section 3(b) of the Federal Deposit		
(i) // A chu: compan	ance Act (12 U.S.C. 1813). rch plan that is excluded from the definition of an investment ny under section 3(c)(14) of the Investment Company Act of 1940 S.C. 80a-3).		
	, in accordance with section 240.13d-1(b)(1)(ii)(J)		
ITEM 1(A).	NAME OF ISSUER Southern Peru Copper Corp		
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500		

	Phoenix Az 85016
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS BANK PLC
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 54 Lombard Street London, England EC3P 3AH
ITEM 2(C).	CITIZENSHIP England
ITEM 2(D).	TITLE OF CLASS OF SECURITIES COM
ITEM 2(E).	CUSIP NUMBER 843611104
ITEM 3. 13D-2(B), CH	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR ECK WHETHER THE PERSON FILING IS A
(15 (b) /X/ Bank (c) // Insu	er or Dealer registered under Section 15 of the Act U.S.C. 780). as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). rance Company as defined in section 3(a) (19) of the Act
(d) // Inve Comp (e) // Inve	U.S.C. 78c). stment Company registered under section 8 of the Investment any Act of 1940 (15 U.S.C. 80a-8). stment Adviser in accordance with section 240.13d(b)(1)(ii)(E). oyee Benefit Plan or endowment fund in accordance with section
240. (g) // Pare 240.	13d-1(b)(1)(ii)(F). nt Holding Company or control person in accordance with section 13d-1(b)(1)(ii)(G).
Insu (i) // A ch comp (15U	vings association as defined in section 3(b) of the Federal Deposit rance Act (12 U.S.C. 1813). urch plan that is excluded from the definition of an investment any under section 3(c)(14) of the Investment Company Act of 1940 .S.C. 80a-3). p, in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A).	NAME OF ISSUER Southern Peru Copper Corp
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS CAPITAL SECURITIES LIMITED
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 5 The North Colonmade Canary Wharf, London, England E14 4BB
ITEM 2(C).	CITIZENSHIP England
ITEM 2(D).	TITLE OF CLASS OF SECURITIES COM
	CUSIP NUMBER 843611104

ITEM 3. 13D-2(B	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR), CHECK WHETHER THE PERSON FILING IS A
(a) //	Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780).
(b) $/x/$	Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
	Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
(d) //	Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e) // (f) //	Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
(g) //	Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
(h) //	A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
(i) //	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
(j) //	Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A). NAME OF ISSUER Southern Peru Copper Corp
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016
ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS CAPITAL INC
ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 200 Park Ave NY, NY 10166
ITEM 2(C). CITIZENSHIP
	U.S.A.
ITEM 2(D). TITLE OF CLASS OF SECURITIES COM
ITEM 2(E). CUSIP NUMBER 843611104
ITEM 3. 13D-2(B	IF THIS STATEMENT IS FILED PURSUANT TO RULES $13D-1(B)$, OR), CHECK WHETHER THE PERSON FILING IS A
(a) /X/	Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780).
(b) //	Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
	Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
(d) //	Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e) //	
(f) //	Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
	Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
(h) //	A savings association as defined in section 3(b) of the Federal Deposit

(i) // A churc company (15U.S.	ce Act (12 U.S.C. 1813). h plan that is excluded from the definition of an investment under section 3(c)(14) of the Investment Company Act of 1940 C. 80a-3). in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A).	NAME OF ISSUER Southern Peru Copper Corp
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS PRIVATE BANK & TRUST (ISLE OF MAN) LIMITED
	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 4th Floor, Queen Victoria House Isle of Man, IM99 IDF
ITEM 2(C).	
ITEM 2(D).	TITLE OF CLASS OF SECURITIES COM
ITEM 2(E).	CUSIP NUMBER 843611104
	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR WHETHER THE PERSON FILING IS A
	or Dealer registered under Section 15 of the Act .C. 78o).
<pre>(b) /X/ Bank as (c) // Insuran</pre>	defined in section 3(a) (6) of the Act (15 U.S.C. 78c). ce Company as defined in section 3(a) (19) of the Act .C. 78c).
(d) // Investm	ent Company registered under section 8 of the Investment Act of 1940 (15 U.S.C. 80a-8).
<pre>(e) // Investm (f) // Employe</pre>	<pre>ent Adviser in accordance with section 240.13d(b)(1)(ii)(E). e Benefit Plan or endowment fund in accordance with section -1(b)(1)(ii)(F).</pre>
(g) // Parent	Holding Company or control person in accordance with section -1(b)(1)(ii)(G).
(h) // A savin	gs association as defined in section 3(b) of the Federal Deposit ce Act (12 U.S.C. 1813).
(i) // A churc company	h plan that is excluded from the definition of an investment under section 3(c)(14) of the Investment Company Act of 1940 C. 80a-3).
	in accordance with section 240.13d-1(b)(1)(ii)(J)
	NAME OF ISSUER Southern Peru Copper Corp
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016
	NAME OF PERSON(S) FILING BARCLAYS PRIVATE BANK AND TRUST (JERSEY) LIMITED
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

39/41 Broad Street, St. Helier Jersev, Channel Islands JE4 8PU

	Jersey, Channel Islands JE4 8PU
ITEM 2(C).	CITIZENSHIP England
ITEM 2(D).	TITLE OF CLASS OF SECURITIES COM
ITEM 2(E).	CUSIP NUMBER 843611104
ITEM 3. 13D-2(B), CHECK	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR WHETHER THE PERSON FILING IS A
	or Dealer registered under Section 15 of the Act .C. 78o).
(c) // Insuran	defined in section 3(a) (6) of the Act (15 U.S.C. 78c). ce Company as defined in section 3(a) (19) of the Act .C. 78c).
Company	ent Company registered under section 8 of the Investment Act of 1940 (15 U.S.C. 80a-8).
(f) // Employee	ent Adviser in accordance with section 240.13d(b)(1)(ii)(E). e Benefit Plan or endowment fund in accordance with section -1(b)(1)(ii)(F).
	Holding Company or control person in accordance with section -1(b)(1)(ii)(G).
	gs association as defined in section 3(b) of the Federal Deposit ce Act (12 U.S.C. 1813).
company	h plan that is excluded from the definition of an investment under section 3(c)(14) of the Investment Company Act of 1940 C. 80a-3).
	in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A).	NAME OF ISSUER Southern Peru Copper Corp
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS BANK TRUST COMPANY LIMITED
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 54 Lombard Street London, EC3P 3AH, England
ITEM 2(C).	
	TITLE OF CLASS OF SECURITIES COM
ITEM 2(E).	
	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR WHETHER THE PERSON FILING IS A
	or Dealer registered under Section 15 of the Act .C. 78o).

(b) (c)		Insuran		ion 3(a) (6) of the Act (15 U.S.C. 78c). fined in section 3(a) (19) of the Act
(d)	//	Investme		stered under section 8 of the Investment $U \leq C = 80 - 8$
(\circ)	//			ccordance with section 240.13d(b)(1)(ii)(E).
(f) // Employee				endowment fund in accordance with section
(g) // Parent 240.13d (h) // A saving		Parent 1		or control person in accordance with section
			s association as e Act (12 U.S.C	s defined in section 3(b) of the Federal Deposit . 1813).
(i)	//	company	-	(c)(14) of the Investment Company Act of 1940
(j)	//	Group,	n accordance wit	th section 240.13d-1(b)(1)(ii)(J)
ITEM	11(2		NAME OF ISSUER Southern Peru Co	opper Corp
ITEM	I 1 (H	3).		ER'S PRINCIPAL EXECUTIVE OFFICES back Road, Suite 500 5
ITEM	12(2	4).	NAME OF PERSON() BARCLAY	5) FILING 5 BANK (Suisse) SA
	ue o 204	d'Italie Geneva	ADDRESS OF PRIN	CIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
ITEM	12(0	C).	CITIZENSHIP Switzer	land
ITEM	I 2 (I).	TITLE OF CLASS (COM)F SECURITIES
ITEM	I 2 (I	E).	CUSIP NUMBER 8436111)4
			IF THIS STATEMEN WHETHER THE PER:	NT IS FILED PURSUANT TO RULES 13D-1(B), OR SON FILING IS A
(a)	//		r Dealer registe	ered under Section 15 of the Act
		(15 U.S		sied under Section 15 of the Act
(b)	/X/		C. 78o).	ion 3(a) (6) of the Act (15 U.S.C. 78c).
(b) (c)		Bank as Insuran	C. 78o). defined in sect:	
	//	Bank as Insurand (15 U.S Investme	C. 780). defined in sect. e Company as de: C. 78c). nt Company regi:	ion 3(a) (6) of the Act (15 U.S.C. 78c). fined in section 3(a) (19) of the Act stered under section 8 of the Investment
(c)	//	Bank as Insurand (15 U.S Investme Company	C. 780). defined in sect. e Company as de: C. 78c). nt Company regi: Act of 1940 (15	ion 3(a) (6) of the Act (15 U.S.C. 78c). fined in section 3(a) (19) of the Act stered under section 8 of the Investment
(c) (d) (e)	// // //	Bank as Insurand (15 U.S Investme Company Investme Employee	C. 780). defined in sect. e Company as de: C. 78c). nt Company regi: Act of 1940 (15 nt Adviser in ac	ion 3(a) (6) of the Act (15 U.S.C. 78c). Fined in section 3(a) (19) of the Act stered under section 8 of the Investment U.S.C. 80a-8).
(c) (d) (e) (f)	 	Bank as Insurand (15 U.S Investme Company Investme Employee 240.13d Parent D	C. 780). defined in sect: e Company as de: C. 78c). nt Company regis Act of 1940 (15 nt Adviser in a Benefit Plan o: 1(b)(1)(ii)(F).	ion 3(a) (6) of the Act (15 U.S.C. 78c). Fined in section 3(a) (19) of the Act stered under section 8 of the Investment U.S.C. 80a-8). ccordance with section 240.13d(b)(1)(ii)(E).
(c) (d) (e) (f) (g)	// // // //	Bank as Insurand (15 U.S Investme Company Investme 240.13d Parent I 240.13d A savine	C. 780). defined in sect: e Company as de: C. 78c). nt Company regis Act of 1940 (15 nt Adviser in ac Benefit Plan of 1(b)(1)(ii)(F). olding Company of 1(b)(1)(ii)(G).	ion 3(a) (6) of the Act (15 U.S.C. 78c). Fined in section 3(a) (19) of the Act stered under section 8 of the Investment U.S.C. 80a-8). ccordance with section 240.13d(b)(1)(ii)(E). r endowment fund in accordance with section or control person in accordance with section s defined in section 3(b) of the Federal Deposit
(c) (d) (e) (f) (g)	// // // //	Bank as Insurand (15 U.S Investme Company Investme Employee 240.13d Parent 1 240.13d A savine Insurand A church company	C. 780). defined in sect: e Company as de: C. 78c). nt Company regi: Act of 1940 (15 nt Adviser in ac Benefit Plan o: 1 (b) (1) (ii) (F). olding Company of 1 (b) (1) (ii) (G). s association ac e Act (12 U.S.C plan that is e:	ion 3(a) (6) of the Act (15 U.S.C. 78c). Fined in section 3(a) (19) of the Act stered under section 8 of the Investment U.S.C. 80a-8). coordance with section 240.13d(b)(1)(ii)(E). r endowment fund in accordance with section or control person in accordance with section s defined in section 3(b) of the Federal Deposit

NAME OF ISSUER ITEM 1(A). Southern Peru Copper Corp _____ _____ ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016 _____ _____ ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS PRIVATE BANK LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 59/60 Grosvenor Street London, WIX 9DA England _____ _____ ITEM 2(C). CITIZENSHIP England _____ _____ ITEM 2(D). TITLE OF CLASS OF SECURITIES COM _____ _____ ITEM 2(E). CUSIP NUMBER 843611104 _____ IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR ITEM 3. 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) NAME OF ISSUER ITEM 1(A). Southern Peru Copper Corp _____ _____ ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES ITEM 1(B). 2575 East Camelback Road, Suite 500 Phoenix Az 85016 _____ _____ ITEM 2(A). NAME OF PERSON(S) FILING BRONCO (BARCLAYS CAYMAN) LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Walker House Mary Street PO Box 908 GT George Town, Grand Cayman (Cayman Islands) _____ _____ ITEM 2(C). CITIZENSHIP Cayman Islands _____ _____

ITEM 2(D). T	ITLE OF CLASS OF SECURITIES COM
ITEM 2(E). C	USIP NUMBER 843611104
	F THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR HETHER THE PERSON FILING IS A
(a) // Broker or (15 U.S.C	Dealer registered under Section 15 of the Act . 780).
	efined in section 3(a) (6) of the Act (15 U.S.C. 78c). Company as defined in section 3(a) (19) of the Act . 78c).
Company A	t Company registered under section 8 of the Investment ct of 1940 (15 U.S.C. 80a-8).
(f) // Employee	t Adviser in accordance with section 240.13d(b)(1)(ii)(E). Benefit Plan or endowment fund in accordance with section (b)(1)(ii)(F).
240.13d-1	lding Company or control person in accordance with section (b)(1)(ii)(G).
	association as defined in section 3(b) of the Federal Deposit Act (12 U.S.C. 1813).
(i) // A church	plan that is excluded from the definition of an investment nder section 3(c)(14) of the Investment Company Act of 1940
	accordance with section 240.13d-1(b)(1)(ii)(J)
	AME OF ISSUER outhern Peru Copper Corp
2	DDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 575 East Camelback Road, Suite 500 hoenix Az 85016
ITEM 2(A). N	AME OF PERSON(S) FILING PALOMINO LIMITED
Walker House Mary	DDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Street PO Box 908 GT d Cayman (Cayman Islands)
ITEM 2(C). C	ITIZENSHIP Cayman Islands
	ITLE OF CLASS OF SECURITIES COM
ITEM 2(E). C	USIP NUMBER 843611104
	F THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR HETHER THE PERSON FILING IS A
(a) // Broker or (15 U.S.C	Dealer registered under Section 15 of the Act
(b) // Bank as d	efined in section 3(a) (6) of the Act (15 U.S.C. 78c). Company as defined in section 3(a) (19) of the Act
(d) // Investmen	. 780). t Company registered under section 8 of the Investment ct of 1940 (15 U.S.C. 80a-8).
	t Adviser in accordance with section 240.13d(b)(1)(ii)(E).

	e Benefit Plan or endowment fund in accordance with section (1)(i)(i)(F).	
-	Nolding Company or control person in accordance with section -1(b)(1)(ii)(G).	
(h) // A saving	s association as defined in section 3(b) of the Federal Deposit	
 Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 194 (15U.S.C. 80a-3). 		
(j) // Group, i	n accordance with section 240.13d-1(b)(1)(ii)(J)	
	NAME OF ISSUER Southern Peru Copper Corp	
	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2575 East Camelback Road, Suite 500 Phoenix Az 85016	
ITEM 2(A).	NAME OF PERSON(S) FILING HYMF LIMITED	
Walker House Mar	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE y Street PO Box 908 GT ind Cayman (Cayman Islands)	
ITEM 2(C).	CITIZENSHIP Cayman Islands	
ITEM 2(D).	TITLE OF CLASS OF SECURITIES COM	
ITEM 2(E).	CUSIP NUMBER 843611104	
	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR WHETHER THE PERSON FILING IS A	
	or Dealer registered under Section 15 of the Act	
(b) // Bank as	C. 78o). defined in section 3(a) (6) of the Act (15 U.S.C. 78c).	
	e Company as defined in section 3(a) (19) of the Act C. 78c).	
	ent Company registered under section 8 of the Investment Act of 1940 (15 U.S.C. 80a-8).	
(e) // Investme	ent Adviser in accordance with section 240.13d(b)(1)(ii)(E).	
240.13d-	Benefit Plan or endowment fund in accordance with section (b)(1)(ii)(F).	
	Nolding Company or control person in accordance with section -1(b)(1)(ii)(G).	
(h) // A saving	// A savings association as defined in section 3(b) of the Federal Deposi	
(i) // A church company	<pre>Insurance Act (12 U.S.C. 1813). i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).</pre>	
	n accordance with section 240.13d-1(b)(1)(ii)(J)	
ITEM 4. OWNERSHI	P	
	owing information regarding the aggregate number and ne class of securities of the issuer identified in Item 1.	

(a) Amount Beneficially Owned:

		1,177,765
(b) Pe	rcent c	of Class: 8.34%
(c) Nu	mber of (i)	shares as to which such person has: sole power to vote or to direct the vote 1,048,460
	(ii)	shared power to vote or to direct the vote
	(iii)	sole power to dispose or to direct the disposition of 1,177,765
	(iv) s	shared power to dispose or to direct the disposition of -
If this the rep percent	staten orting of the OWNERS The sh econom	SHIP OF FIVE PERCENT OR LESS OF A CLASS ment is being filed to report the fact that as of the date hereof person has ceased to be the beneficial owner of more than five a class of securities, check the following. // SHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON mares reported are held by the company in trust accounts for the hic benefit of the beneficiaries of those accounts. See also
ITEM 7.	IDENTI	2(a) above. FICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED CURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY Not applicable
ITEM 8.	IDENTI	FICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable
ITEM 9.	NOTICE	C OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

(a) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection

with or as a participant in any transaction having that purpose or effect.

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.

> February 14, 2005 Date Signature Nancy Yeung Manager of Global Accounting Name/Title

.0001pt;">Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

[]

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)

[]

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

[]

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

[]

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e)
[]
An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f)
[]
An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g)
[]
A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h)

[]

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

[]

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) [] A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).

(k)

[]

Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

11

Item 4.

Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

(b)

(c)

(i)

(ii)

Amount beneficially owned:

303,000

Percent of class:

7.1%

Number of shares as to which the person has:

Sole power to vote or to direct the vote

303,000

Shared power to vote or to direct the vote

0

Sole power to dispose or to direct the disposition of

303,000

(iv)

Shared power to dispose or to direct the disposition of

0

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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

See the listing of the members of the Group attached hereto and incorporated herein by reference as Exhibit A.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

Not applicable.

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.

Date: March 26, 2010

/s/ Roberta Kletter

Roberta Kletter

13

CUSIP No. 456314 10 3

1.

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Kletter Holding, LLC 26-2912609

2.

Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

[X]

(b)

[]

3.

SEC Use Only

4.

Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

5.

Sole Voting Power 0

6.

Shared Voting Power 498,707

7.

Sole Dispositive Power 0

8.

Shared Dispositive Power 498,707

9.

Aggregate Amount Beneficially Owned by Each Reporting Person 498,707

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11.

Percent of Class Represented by Amount in Row (9) 11.6%

12.

Type of Reporting Person (See Instructions) CO

Item 1.

(a)

Name of Issuer The name of the issuer of the securities covered by this statement is Industrial Services of America, Inc.

(b)

Address of Issuer s Principal Executive Offices The issuer s principal executive offices are located at 7100 Grade Lane, Louisville, Kentucky 40213.

Item 2.

Name of Person Filing The name of the person filing this statement is Kletter Holding, LLC.

(b)

Address of Principal Business Office or, if none, Residence The address of the person filing this statement is 7100 Grade Lane, Louisville, Kentucky 40213

(c)

Citizenship Kletter Holding, LLC is a Delaware limited liability company.

(d)

Title of Class of Securities The title of the class of securities covered by this statement is Common Stock, \$0.005 par value.

(e)

CUSIP Number The CUSIP Number of the Common Stock is 456314 10 3.

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

[]

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)

[]

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

[]

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

[]

LJ

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e)

[]

An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)

[]

An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g)

[]

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

[]

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

[]

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) [] A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k)

[]

Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

15

Item 4.

Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

498,707

Amount beneficially owned:

Percent of class:

11.6%

Number of shares as to which the person has:

Sole power to vote or to direct the vote

(b)

(c)

(a)

(ii)

0

Shared power to vote or to direct the vote

498,707

(iii)

Sole power to dispose or to direct the disposition of

0

(iv)

Shared power to dispose or to direct the disposition of

498,707

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

Each of the following is known to have the power to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this statement: Harry Kletter, as sole voting member of Kletter Holding, LLC; Harry Kletter Delaware Dynasty Trust, as non-voting member of Kletter Holding, LLC.

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

See the listing of the members of the Group attached hereto and incorporated herein by reference as Exhibit A.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

Not applicable.

16

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.

Date: March 26, 2010

KLETTER HOLDING, LLC

BY: /s/ Harry S. Kletter

Harry Kletter, Managing Member

CUSIP No. 456314 10 3

1.

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Harry Kletter Family Limited Partnership 61-1380523

2.

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Check the Appropriate	DOX II a Member	ога спопр	See instructions)

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[X]

(b)

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3.

SEC Use Only

4.

Citizenship or Place of Organization Kentucky

Number of Shares Beneficially Owned by Each Reporting Person With

5.

Sole Voting Power 0

Shared Voting Power 500,000

7.

Sole Dispositive Power 0

8.

Shared Dispositive Power 500,000

9.

Aggregate Amount Beneficially Owned by Each Reporting Person 500,000

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11.

Percent of Class Represented by Amount in Row (9) 11.7%

12.

Type of Reporting Person (See Instructions) CO

(a)

Name of Issuer

The name of the issuer of the securities covered by this statement is Industrial Services of America, Inc.

(b)

Address of Issuer s Principal Executive Offices The issuer s principal executive offices are located at 7100 Grade Lane, Louisville, Kentucky 40213.

Item 2.

(a)

Name of Person Filing The name of the person filing this statement is Harry Kletter Family Limited Partnership.

(b)

Address of Principal Business Office or, if none, Residence The address of the person filing this statement is 1208 Parks Hills Court, Louisville, Kentucky 40207

(c)

Citizenship Harry Kletter Family Limited Partnership is a Kentucky limited partnership.

(d)

Title of Class of Securities The title of the class of securities covered by this statement is Common Stock, \$0.005 par value.

(e)

CUSIP Number The CUSIP Number of the Common Stock is 456314 10 3.

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

[]

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)

[]

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

[]

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

[]

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e)

[]

An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)

[]

An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

[]

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

[]

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

[]

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) [] A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k)

[]

Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

19

Item 4.

Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned:

500,000

	(b)
Percent of class:	
11.70%	
	(c)
Number of shares as to which the person has:	
	(i)
Sole power to vote or to direct the vote	
0	
	(ii)
Shared power to vote or to direct the vote	
500,000	
	(iii)
Sole power to dispose or to direct the disposition of	
0	
	(iv)
	· ·
Shared power to dispose or to direct the disposition of	
500,000	

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

Each of the following is known to have the power to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this statement: Harry Kletter, as general partner of Harry Kletter Family Limited Partnership.

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

See the listing of the members of the Group attached hereto and incorporated herein by reference as Exhibit A.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

Not applicable.

20

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.

Date: March 26, 2010

HARRY KLETTER FAMILY LIMITED PARTNERSHIP

BY: /s/ Harry S. Kletter

Harry Kletter, General Partner

Exhibit A

Members of Group

Harry Kletter

K & R, LLC

Roberta Kletter

Kletter Holding, LLC

Harry Kletter Family Limited Partnership

22