

Edgar Filing: SOUTHERN PERU COPPER CORP/ - Form SC 13G

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:

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.

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-----  
Number of Shares (5) Sole Voting Power  
Beneficially Owned 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 Each Reporting Person  
985,634  
-----

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

-----  
(11) Percent of Class Represented by Amount in Row (9)  
6.98%  
-----

-----  
(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 FUND ADVISORS  
-----

(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 (5) Sole Voting Power  
Beneficially Owned 26,661  
by Each Reporting -----  
Person With (6) Shared Voting Power  
-----  
-----  
(7) Sole Dispositive Power  
28,723  
-----  
(8) Shared Dispositive Power  
-----

-----  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
28,723  
-----

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(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\*  
IA

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  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power  
27,008

(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.

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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  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

-

(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  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

-

(6) Shared Voting Power

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-----  
(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  
Beneficially Owned  
by Each Reporting  
Person With  
-----

(5) Sole Voting Power  
125,000  
-----

(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\*  
-----

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BK

-----  
CUSIP No.           843611104  
-----

-----  
(1) Names of Reporting Persons.  
    I.R.S. Identification Nos. of above persons (entities only).

    BARCLAYS CAPITAL SECURITIES 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  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power  
    8,400  
-----

(6) Shared Voting Power  
    -  
-----

(7) Sole Dispositive Power  
    8,400  
-----

(8) Shared Dispositive Power  
    -  
-----

(9) Aggregate  
8,400  
-----

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

(11) Percent of Class Represented by Amount in Row (9)  
    0.06%  
-----

(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 CAPITAL INC  
-----

(2) Check the appropriate box if a member of a Group\*

(a) / /

(b) /X/

-----  
(3) SEC Use Only  
-----

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-----  
(4) Citizenship or Place of Organization  
U.S.A.

-----  
Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power  
3,000

-----  
(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 in Row (9) Excludes Certain Shares\*

-----  
(11) Percent of Class Represented by Amount in Row (9)  
0.02%

-----  
(12) Type of Reporting Person\*  
BD

-----  
CUSIP No. 843611104  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS PRIVATE BANK & TRUST (ISLE OF MAN) 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  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power  
-

-----  
(6) Shared Voting Power

-

-----  
(7) Sole Dispositive Power

-

-----  
(8) Shared Dispositive Power

-

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(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 PRIVATE BANK AND TRUST (JERSEY) 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  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

-

(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  
-----



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(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS BANK TRUST 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  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

-

(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 (Suisse) SA

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Switzerland

Number of Shares  
Beneficially Owned  
by Each Reporting

(5) Sole Voting Power

-

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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 PRIVATE BANK 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\*  
-----  
-----

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(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).

BRONCO (BARCLAYS CAYMAN) 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  
Cayman Islands

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

-

(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\*  
OH

CUSIP No. 843611104

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

PALOMINO LIMITED

(2) Check the appropriate box if a member of a Group\*

(a) / /

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(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Cayman Islands

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

-

(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\*  
OH

CUSIP No. 843611104

(1) Names of Reporting Persons.

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

HYMF 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  
Cayman Islands

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

-

(6) Shared Voting Power

-

(7) Sole Dispositive Power

-

(8) Shared Dispositive Power

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-----  
(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  
-----

-----  
ITEM 2(A). NAME OF PERSON(S) FILING  
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. 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)

-----  
ITEM 1(A). NAME OF ISSUER  
Southern Peru Copper Corp  
-----

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-----  
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. 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. 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) /X/ 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 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). CITIZENSHIP  
England  
-----

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
-----

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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. 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)

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

- (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).

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- (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 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

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. 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)

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



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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  
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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. 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)  
  
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 Colonnade  
                  Canary Wharf, London, England E14 4BB  
-----  
ITEM 2(C).       CITIZENSHIP  
                  England  
-----  
ITEM 2(D).       TITLE OF CLASS OF SECURITIES  
                  COM  
-----  
ITEM 2(E).       CUSIP NUMBER  
                  843611104

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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. 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  
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- (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 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. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) /X/ 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).
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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

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- 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 PRIVATE BANK & TRUST (ISLE OF MAN) LIMITED

---

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
4th Floor, Queen Victoria House  
Isle of Man, IM99 IDF

---

ITEM 2(C). CITIZENSHIP  
England

---

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. 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).
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- (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 PRIVATE BANK AND TRUST (JERSEY) LIMITED

---

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

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39/41 Broad Street, St. Helier  
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  
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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. 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  
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Company Act of 1940 (15 U.S.C. 80a-8).
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- (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 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).       CITIZENSHIP  
                  England  
-----

ITEM 2(D).       TITLE OF CLASS OF SECURITIES  
                  COM  
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ITEM 2(E).       CUSIP NUMBER  
                  843611104  
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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. 78o).

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- (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).
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- (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 BANK (Suisse) SA

ITEM 2(B).           ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
10 rue d'Italie  
CH-1204 Geneva  
Switzerland

ITEM 2(C).           CITIZENSHIP  
Switzerland

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

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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 LIMITED

---

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
59/60 Grosvenor Street  
London, W1X 9DA England

---

ITEM 2(C). CITIZENSHIP  
England

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ITEM 2(D). TITLE OF CLASS OF SECURITIES  
COM

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ITEM 2(E). CUSIP NUMBER  
843611104

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR  
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- (a) // Broker or Dealer registered under Section 15 of the Act  
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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  
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

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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  
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(15 U.S.C. 78o).
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- (c) // Insurance Company as defined in section 3(a) (19) of the Act  
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Company Act of 1940 (15 U.S.C. 80a-8).
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240.13d-1(b) (1) (ii) (F).
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240.13d-1(b) (1) (ii) (G).
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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  
PALOMINO 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). 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  
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- (c) // Insurance Company as defined in section 3(a) (19) of the Act  
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- (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).

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- (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  
HYMF 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).           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

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- (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).
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- (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 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:



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1,177,765

(b) Percent of Class:  
8.34%

(c) Number of shares as to which such person has:

(i) 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) shared power to dispose or to direct the disposition of  
-

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

The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

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

(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

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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:

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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:

303,000

(b)

Percent of class:

7.1%

(c)

Number of shares as to which the person has:

(i)

Sole power to vote or to direct the vote

303,000

(ii)

Shared power to vote or to direct the vote

0

(iii)

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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

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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

14

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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.

(a)

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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).

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(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:

\_\_\_\_\_

15

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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:

498,707

(b)

Percent of class:

11.6%

(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

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.

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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.

Date: March 26, 2010

KLETTER HOLDING, LLC

BY: /s/ Harry S. Kletter

Harry Kletter, Managing Member

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CUSIP No. 456314 10 3

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1.

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

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  
Kentucky

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5.

Sole Voting Power  
0

6.

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



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(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.

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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:

\_\_\_\_\_

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.

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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.

Date: March 26, 2010

HARRY KLETTER FAMILY LIMITED PARTNERSHIP

BY: /s/ Harry S. Kletter

Harry Kletter, General Partner

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Exhibit A

Members of Group

Harry Kletter

K & R, LLC

Roberta Kletter

Kletter Holding, LLC

Harry Kletter Family Limited Partnership

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