

CHICAGO BRIDGE & IRON CO N V

Form 10-K/A

March 31, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
Amendment No. 1**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2008**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____
Commission File Number 1-12815
CHICAGO BRIDGE & IRON COMPANY N.V.**

Incorporated in The Netherlands

IRS Identification Number: not applicable

Oostduinlaan 75
2596 JJ The Hague
The Netherlands
31-70-3732722

(Address and telephone number of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

| | |
|--|---|
| Title of each class: Common Stock; Euro .01 par value | Name of each exchange on which registered: New York Stock Exchange |
|--|---|

Securities registered pursuant to Section 12(g) of the Act: none

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|---|--|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| (Do not check if a smaller reporting company) | | | |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act)

YES NO

Aggregate market value of common stock held by non-affiliates, based on a New York Stock Exchange closing price of \$39.82 as of June 30, 2008 was \$3,842,520,814.

The number of shares outstanding of the registrant's common stock as of February 1, 2009 was 95,586,771.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the 2009 Proxy Statement

Part III

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PART IV

Item 15. Exhibits and Financial Statement Schedules

SIGNATURE

EXHIBIT INDEX

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EX-31.1

EX-31.2

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EX-99.1

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Explanatory Note Amendment

Chicago Bridge & Iron Company N.V. and Subsidiaries (CB&I or the Company) is filing this Form 10-K/A solely to include in its Annual Report on Form 10-K for the year ended December 31, 2008 (the Annual Report), pursuant to Rule 3-09 of Regulation S-X, consolidated financial statements and accompanying notes of Chevron-Lummus Global LLC. CB&I owns a 50% interest in Chevron-Lummus Global LLC.

Rule 3-09 of Regulation S-X provides that if a 50% or less owned person accounted for by the equity method meets the first or third condition of the significant subsidiary tests set forth in Rule 1-02(w) of Regulation S-X, substituting 20% for 10%, separate financial statements for such 50% or less owned person shall be filed. Chevron-Lummus Global LLC met such test as of and for the year ended December 31, 2008 and CB&I has included in this Form 10-K/A the required audited financial statements for that period. Chevron-Lummus Global LLC did not meet the significance test for any prior period. Item 15 is the only portion of the Annual Report being supplemented or amended by this Form 10-K/A.

This Form 10K/A does not change any other information set forth in the original Form 10-K filed by CB&I for the year ended December 31, 2008.

In connection with the filing of this Form 10-K/A and pursuant to Securities and Exchange Commission rules, CB&I is including currently dated certifications required by Rules 13a-14(a) and 13a-14(b). This Form 10-K/A does not otherwise update any exhibits as originally filed and does not otherwise reflect events occurring after the original filing date of the Annual Report. Accordingly, this Form 10-K/A should be read in conjunction with any CB&I filings with the SEC subsequent to the filing of the Annual Report.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Item 15 of the Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on February 25, 2009, is amended by the addition of the following exhibits:

Exhibits

Exhibit No. Description of Exhibit

- | | |
|---------------------|--|
| 23.1 ⁽¹⁾ | Consent of Independent Auditors of Chevron-Lummus Global LLC |
| 31.1 ⁽¹⁾ | Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 ⁽¹⁾ | Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 ⁽¹⁾ | Certification pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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|---------------------|--|
| 32.2 ⁽¹⁾ | Certification pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.1 ⁽¹⁾ | Consolidated financial statements and accompanying notes of Chevron-Lummus Global LLC |
| ⁽¹⁾ | Filed herewith |

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Chicago Bridge & Iron Company N.V.

Date: March 31, 2009

/s/ Philip K. Asherman
Philip K. Asherman
(Authorized Signer)

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