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TUBES OF STEEL OF MEXICO SA
Form SC 13D/A
April 03, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 36)*

TUBOS DE ACERO DE MEXICO, S.A.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

898592506
(CUSIP Number)

Mr. Fernando R. Mantilla
Av. Leandro N. Alem 1067, 28th Floor, 1001 - Buenos Aires,
Argentina (54-11) 4018-2245
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 31, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. |_|

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

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

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

CUSIP No. 898592506

1. Names of Reporting Persons.

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

ROBERTO ROCCA

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

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(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization ITALY

Number of
Shares Bene-
ficially Owned by
Each Reporting
Person With

7. Sole Voting Power NONE

8. Shared Voting Power: 324,064,223 Shares of TAMSA
Common Stock (1 ADR=5 shares)

9. Sole Dispositive Power NONE

10. Shared Dispositive Power 324,064,223 Shares of TAMSA
Common Stock (1 ADR=5 shares)

11. Aggregate Amount Beneficially Owned by Each Reporting Person
324,064,223

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions) NOT APPLICABLE

13. Percent of Class Represented by Amount in Row (11) 94.50%

14. Type of Reporting Person (See Instructions) IN

CUSIP No. 898592506

1. Names of Reporting Persons.

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

SIDERCA Sociedad Anonima Industrial y Comercial

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization ARGENTINA

Number of
Shares Bene-
ficially Owned by
Each Reporting
Person With

7. Sole Voting Power NONE

8. Shared Voting Power: 324,064,223 Shares of TAMSA
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Instructions) NOT APPLICABLE

13. Percent of Class Represented by Amount in Row (11) 94.50%

14. Type of Reporting Person (See Instructions) CO

CUSIP No. 898592506

1. Names of Reporting Persons.

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

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SIDERCA INTERNATIONAL ApS

2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization DENMARK

Number of
Shares Bene-
ficially Owned by
Each Reporting
Person With

7. Sole Voting Power NONE

8. Shared Voting Power: 324,064,223 Shares of TAMSA
Common Stock (1 ADR=5 shares)

9. Sole Dispositive Power NONE

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Common Stock (1 ADR=5 shares)

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14. Type of Reporting Person (See Instructions) CO

CUSIP No. 898592506

1. Names of Reporting Persons.

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

ROCCA & PARTNERS Sociedad Anonima

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization BRITISH VIRGIN ISLANDS

Number of
Shares Bene-
ficially Owned by
Each Reporting
Person With

7. Sole Voting Power NONE

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Common Stock (1 ADR=5 shares)

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1. Names of Reporting Persons.

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

SAN FAUSTIN N.V.

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization NETHERLANDS ANTILLES

Number of
Shares Bene-
ficially Owned by
Each Reporting
Person With

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

SIDERTUBES S.A.

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization LUXEMBOURG

Number of
Shares Bene-
ficially Owned by
Each Reporting
Person With

7. Sole Voting Power NONE

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14. Type of Reporting Person (See Instructions) CO

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CUSIP No. 898592506

1. Names of Reporting Persons.

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

I.I.I. INDUSTRIAL INVESTMENTS INC.

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization BRITISH VIRGIN ISLANDS

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

TENARIS S.A.

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

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1. Names of Reporting Persons.

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

INVERTUB S.A.

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

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CUSIP No. 898592506

1. Names of Reporting Persons.

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

SIDTAM LIMITED

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) NOT APPLICABLE

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

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14. Type of Reporting Person (See Instructions) CO

AMENDMENT No. 36 TO SCHEDULE 13D

This Amendment No. 36 amends the Statement on Schedule 13D originally filed on September 24, 1992 and amended and restated as of November 11, 2002, as amended ("Schedule 13D"), on behalf of Roberto Rocca, Siderca Sociedad Anonima, Industrial y Comercial ("Siderca SAIC"), and Siderca International ApS ("Siderca ApS"), together with Rocca & Partners S.A. ("Rocca & Partners"), San Faustin N.V. ("San Faustin"), Sidertubes S.A. ("Sidertubes"), I.I.I. Industrial Investments Inc. ("III BVI"), Tenaris S.A. ("Tenaris"), Invertub Sociedad Anonima ("Invertub") and Sidtam Limited ("Sidtam") (collectively, "Reporting Persons"), relating to the common shares, without par value (the "TAMSA Shares"), of Tubos de Acero de Mexico, S.A., a Mexican company ("TAMSA").

Item 2. Identity and Background

No changes except the following:

On January 31, 2003, the board of directors of Tenaris approved the appointment of Tenaris's principal corporate officers effective immediately. Reference is made to the press release issued by Tenaris on January 31, 2003, announcing the appointment of these corporate officers. An updated list of the directors and executive officers of Tenaris and the information required by subparagraphs (a) through (c) and subparagraph (f) of Item 2 of Schedule 13D, as such information pertains to the directors and executive officers of Tenaris, is set forth on Schedule A and is hereby incorporated herein by reference. To the best knowledge of the Reporting Persons, none of the executive officers of Tenaris has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of the Transaction

Reference is made to the press release issued by Tenaris on March 31, 2003, announcing that, subject to the approvals of the U.S. and Mexican securities regulators and TAMSA's extraordinary shareholders meeting, Tenaris intends to effect an exchange of its shares and ADSs for any TAMSA shares and ADSs not held by Tenaris or its affiliates in accordance with Mexican and U.S. laws. Tenaris also reported in its March 31, 2003 press release that it currently does not expect to obtain the requisite approvals, and consequently be in a position to effect any exchange of shares and ADSs, prior to June 2003.

Item 5. Interest in Securities of the Issuer

No changes.

Item 7. Material to be Filed as Exhibits

The press release of Tenaris, dated January 31, 2003, announcing the appointment

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of its audit committee and principal corporate officers, is filed as an exhibit hereto.

The press release of Tenaris, dated March 31, 2003, announcing Tenaris's intent to effect an exchange of its shares and ADSs for any TAMSA shares and ADSs not held by Tenaris or its affiliates, is filed as an exhibit hereto.

Powers of attorney for Tenaris S.A., I.I.I. Industrial Investments Inc. and Invertub S.A. are incorporated by reference into this Amendment to the ones filed as exhibits to Amendment No. 34 to the Schedule 13D. Powers of attorney for each of the other Reporting Persons are incorporated by reference into this Amendment to the ones filed as exhibits to Amendment No. 23 to the Schedule 13D of Siderca ApS.

The written agreement of the Reporting Persons related to the filing of this Schedule 13D as required by Rule 13d-k(1)(iii) is included in the signature pages hereto and is hereby filed as an exhibit hereto.

Schedule A

Tenaris S.A.

Executive Officers	Business Address	Present Principal Occupation	Ci
Roberto Rocca - Chairman of the Board of Directors	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	Honorary Chairman of San Faustin N.V., President of Dalmine and President of Siderca	It
Paolo Rocca - President and Chief Executive Officer	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	President and Chief Executive Officer of Tenaris	It
Carlos Condorelli -Chief Financial Officer	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	Chief Financial Officer of Tenaris	Ar
Cecilia Bilesio - Corporate Secretary	Edificio Parque Reforma, Campos Eliseos 400, 11560 Mexico, D.F., Mexico	Corporate Secretary of Tenaris	Ar
Directors	Business Address	Present Principal Occupation	Ci
Roberto Bonatti	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	President of San Faustin N.V.	It
Carlos Franck	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	President of Santa Maria S.A.I.F.	Ar
Pedro Pablo Kuczynski	2665 South Bay Shore Drive, Suite 1101 Coconut Grove Miami, Florida 33133 USA	President and Chief Executive Officer, Latin America Enterprise Fund, USA	Pe

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Bruno Marchettini	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	Director of Siderar S.A., and director of Siderca	It
Gianfelice Mario Rocca	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	Chairman of San Faustin N.V.	It
Paolo Rocca	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	President and Chief Executive Officer of Tenaris	It
Roberto Rocca Chairman of the Board of Directors	Av. Leandro N. Alem 1067, Buenos Aires - Argentina	Honorary Chairman of San Faustin N.V., President of Dalmine and President of Siderca	It
Jaime Serra Puche	Prol. Paseo de la Reforma 600, Desp. 103 01210-Mexico D.F.	A partner in S.A.I. Consultores S.C., Mexico	Me
Amadeo Vazquez y Vazquez	Austria 2670-3(0)piso, (1425) Buenos Aires - Argentina	President of Telecom Argentina, a director of Siderca, a director of BBVA Banco Frances S.A., a member of the board of the Buenos Aires Stock Exchange, Vice President of the Fundacion Mediterranea and Vice-President Finance of Tenaris	Ar
Guillermo F. Vogel	Edificio Parque Reforma, Campos Eliseos 400, 11560 Mexico, D.F., Mexico	Vice Chairman of Tamsa and Vice-President Finance of Tenaris	Me

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by ROBERTO ROCCA to sign this statement, certify that the information set forth in this Schedule 13D is true, complete and correct.

Pursuant to Rule 13d-1(k)(1), the undersigned joins in the filing of this Schedule 13D on his own behalf and on behalf of ROCCA & PARTNERS S.A., SAN FAUSTIN N.V., SIDERCA Sociedad Anonima Industrial y Comercial, SIDERCA INTERNATIONAL ApS, SIDERTUBES S.A., I.I.I. INDUSTRIAL INVESTMENTS Inc., TENARIS S.A., INVERTUB Sociedad Anonima and SIDTAM LIMITED.

April 2, 2003

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/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by ROCCA & PARTNERS S.A. to sign this statement, certify that the information set forth in this Schedule 13D is true, complete and correct.

Pursuant to Rule 13d-1(k)(1), the undersigned joins in the filing of this Schedule 13D on his own behalf and on behalf of Roberto ROCCA, SAN FAUSTIN N.V., SIDERCA Sociedad Anonima Industrial y Comercial, SIDERCA INTERNATIONAL ApS, SIDERTUBES S.A., I.I.I. INDUSTRIAL INVESTMENTS Inc., TENARIS S.A., INVERTUB Sociedad Anonima and SIDTAM LIMITED.

April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by SAN FAUSTIN N.V. to sign this statement, certify that the information set forth in this Schedule 13D is true, complete and correct.

Pursuant to Rule 13d-1(k)(1), the undersigned joins in the filing of this Schedule 13D on his own behalf and on behalf of Roberto ROCCA, ROCCA & PARTNERS S.A., SIDERCA Sociedad Anonima Industrial y Comercial, SIDERCA INTERNATIONAL ApS, SIDERTUBES S.A., I.I.I. INDUSTRIAL INVESTMENTS Inc., TENARIS S.A., INVERTUB Sociedad Anonima and SIDTAM LIMITED.

April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by I.I.I. INDUSTRIAL INVESTMENTS Inc. to sign this statement, certify that the information set forth in this Schedule 13D is true, complete and correct.

Pursuant to Rule 13d-1(k)(1), the undersigned joins in the filing of this Schedule 13D on his own behalf and on behalf of Roberto ROCCA, ROCCA & PARTNERS S.A., SAN FAUSTIN N.V., SIDERCA Sociedad Anonima Industrial y Comercial, SIDERCA INTERNATIONAL ApS, SIDERTUBES S.A., TENARIS S.A., INVERTUB Sociedad Anonima and

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SIDTAM LIMITED.

April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by SIDERTUBES S.A. to sign this statement, certify that the information set forth in this Schedule 13D is true, complete and correct.

Pursuant to Rule 13d-1(k)(1), the undersigned joins in the filing of this Schedule 13D on his own behalf and on behalf of Roberto ROCCA, ROCCA & PARTNERS S.A., SAN FAUSTIN N.V., SIDERCA Sociedad Anonima Industrial y Comercial, SIDERCA INTERNATIONAL ApS, I.I.I. INDUSTRIAL INVESTMENTS Inc., INVERTUB Sociedad Anonima, TENARIS S.A. and SIDTAM LIMITED.

April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by TENARIS S.A. to sign this statement, certify that the information set forth in this Schedule 13D is true, complete and correct.

Pursuant to Rule 13d-1(k)(1), the undersigned joins in the filing of this Schedule 13D on his own behalf and on behalf of Roberto ROCCA, ROCCA & PARTNERS S.A., SAN FAUSTIN N.V., SIDERCA Sociedad Anonima Industrial y Comercial, SIDERCA INTERNATIONAL ApS, SIDERTUBES S.A., I.I.I. INDUSTRIAL INVESTMENTS Inc., INVERTUB Sociedad Anonima and SIDTAM LIMITED.

April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by INVERTUB S.A. to sign this statement, certify that the information set forth in this Schedule 13D is true, complete and correct.

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April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by SIDERCA SOCIEDAD ANONIMA INDUSTRIAL Y COMERCIAL to sign this statement, certify that the information set forth in this Schedule 13D is true, complete and correct.

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April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

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April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando Mantilla, attorney duly authorized by SIDTAM LIMITED to sign this

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April 2, 2003

/s/ Fernando Mantilla

Fernando Mantilla
Attorney-in-fact

Exhibit index:

- 99.1 Press release of Tenaris, dated January 31, 2003, announcing the appointment of its audit committee and principal corporate officers
- 99.2 Press release of Tenaris, dated March 31, 2003, announcing Tenaris's intent to effect an exchange of its shares and ADSs for any TAMSA shares and ADSs not held by Tenaris or its affiliates
- 99.3 Powers of attorney (incorporated by reference to Amendments No. 23 and 34)
- 99.4 Written agreement of the Reporting Persons (included in signature pages)