

SUPERIOR ESSEX INC

Form 4

July 20, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENWATER HOLDINGS LTD

(Last) (First) (Middle)

201 MERRITT 7

(Street)

NORWALK, CT 06856

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SUPERIOR ESSEX INC [SPSX]

3. Date of Earliest Transaction
(Month/Day/Year)

07/15/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/15/2005 ⁽¹⁾		S		1,250,000	D	\$ 20.25
							1,241,318
							D ⁽²⁾ ⁽³⁾

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENWATER HOLDINGS LTD 201 MERRITT 7 NORWALK, CT 06856		X		
HELLER INTERNATIONAL GROUP INC 500 WEST MONROE CHICAGO, IL 60661				See notes (2) and (3)
HELLER FINANCIAL INC 500 WEST MONROE CHICAGO, IL 60661				See notes (2) and (3)
GENERAL ELECTRIC CAPITAL CORP 260 LONG RIDGE ROAD STAMFORD, CT 06927				See notes (2) and (3)
GENERAL ELECTRIC CAPITAL SERVICES INC/CT 260 LONG RIDGE ROAD STAMFORD, CT 06927				See notes (2) and (3)
GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828				See notes (2) and (3)

Signatures

Barbara A. Lane, Director Greenwater Holdings, Ltd.

07/20/2005

 **Signature of Reporting Person

Date _____

Clifford M. Warren, Director and President, Heller International Group, Inc.

07/20/2005

Signature of Reporting Person

Date _____

Clifford M. Warren, Director, Heller Financial, Inc.

07/20/2005

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__Signature of Reporting Person

Date

Michael A. Gaudino, Vice President, General Electric Capital Corporation

07/20/2005

__Signature of Reporting Person

Date

Barbara A. Lane, Attorney-In-Fact, General Electric Capital Services, Inc.

07/20/2005

__Signature of Reporting Person

Date

Barbara A. Lane, Attorney-In-Fact, General Electric Company

07/20/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The parties reached agreement as to material terms on July 15, 2005. The transaction was executed on Nasdaq on July 19, 2005.

These shares are owned directly by Greenwater Holding, Ltd. ("Greenwater"). Heller International Group, Inc. ("HIG") is the sole shareholder of Greenwater. Heller Financial, Inc. ("Heller Financial") is the sole shareholder of HIG. General Electric Capital Corporation ("GECC") is the sole shareholder of Heller Financial. General Electric Capital Services, Inc. ("GECS") is the sole shareholder of GECC. General Electric Company ("GE") is the sole shareholder of GECS.

(3) Pursuant to Rule 16a-1(4) promulgated under the Securities and Exchange Act of 1934, as amended, each of GE, GECS, GECC, Heller Financial and HIG disclaims beneficial ownership of the Common Stock directly owned by Greenwater.

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

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