

SOUTHERN COPPER CORP/

Form 4

December 04, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRUPO MEXICO SA DE CV /FI

2. Issuer Name **and** Ticker or Trading
Symbol
SOUTHERN COPPER CORP/
[PCU]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2008

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

CAMPOS ELISEOS NO.
400, COLONIA LOMAS DE
CHAPULTEPEC

(Street)

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

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

MEXICO CITY,
MEXICO, 05 11000

(City) (State) (Zip)

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	10/22/2008		P		438,500	A \$ 10.48 (1)	663,778,034	I (2)	See Footnote (2)
Common Stock	10/23/2008		P		425,000	A \$ 10.27 (3)	664,203,034	I (2)	See Footnote (2)
Common Stock	10/24/2008		P		620,750	A \$ 10.16 (4)	664,823,784	I (2)	See Footnote (2)

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Common Stock	10/28/2008	P	515,750	A	\$ <u>10.49</u> (5)	665,339,534	I (2)	See Footnote (2)
Common Stock	10/29/2008	P	250,000	A	\$ <u>12.78</u> (6)	665,589,534	I (2)	See Footnote (2)
Common Stock	10/30/2008	P	488,000	A	\$ <u>14.31</u> (7)	666,077,534	I (2)	See Footnote (2)
Common Stock	10/31/2008	P	422,466	A	\$ <u>14.33</u> (8)	666,500,000	I (2)	See Footnote (2)
Common Stock	11/03/2008	P	290,000	A	\$ <u>14.89</u> (9)	666,790,000	I (2)	See Footnote (2)
Common Stock	11/05/2008	P	1,105,400	A	\$ <u>15.78</u> (10)	667,895,400	I (2)	See Footnote (2)
Common Stock	11/06/2008	P	539,000	A	\$ <u>14.08</u> (11)	668,434,400	I (2)	See Footnote (2)
Common Stock	11/07/2008	P	565,600	A	\$ <u>14.18</u> (12)	669,000,000	I (2)	See Footnote (2)
Common Stock	11/10/2008	P	500,000	A	\$ <u>14.78</u> (13)	669,500,000	I (2)	See Footnote (2)
Common Stock	11/11/2008	P	500,000	A	\$ <u>13.76</u> (14)	670,000,000	I (2)	See Footnote (2)
Common Stock	11/12/2008	P	267,600	A	\$ <u>12.93</u> (15)	670,267,600	I (2)	See Footnote (2)
Common Stock	11/13/2008	P	432,400	A	\$ <u>12.85</u> (16)	670,700,000	I (2)	See Footnote (2)
Common Stock	11/18/2008	P	750,000	A	\$ <u>11.27</u> (17)	671,450,000	I (2)	See Footnote (2)
Common Stock	11/19/2008	P	180,000	A	\$ <u>10.77</u> (18)	671,630,000	I (2)	See Footnote (2)
Common Stock	11/20/2008	P	600,000	A	\$ 10.14	672,230,000	I (2)	See Footnote

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Common Stock	11/21/2008	P	656,400	A	⁽¹⁹⁾ \$ 10.33 ⁽²⁰⁾	672,886,400	I ⁽²⁾	⁽²⁾ See Footnote ⁽²⁾
Common Stock	11/24/2008	P	113,600	A	⁽²¹⁾ \$ 12.82 ⁽²¹⁾	673,000,000	I ⁽²⁾	⁽²⁾ See Footnote ⁽²⁾
Common Stock	12/02/2008	P	500,000	A	⁽²²⁾ \$ 12.47 ⁽²²⁾	673,500,000	I ⁽²⁾	⁽²⁾ See Footnote ⁽²⁾
Common Stock	12/03/2008	P	620,000	A	⁽²³⁾ \$ 12.23 ⁽²³⁾	674,120,000	I ⁽²⁾	⁽²⁾ See Footnote ⁽²⁾

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

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(9-02)

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

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 Transaction (Instr. 3 and 4)
				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

GRUPO MEXICO SA DE CV /FI
CAMPOS ELISEOS NO. 400
COLONIA LOMAS DE CHAPULTEPEC
MEXICO CITY, MEXICO, O5 11000

X

AMERICAS MINING CORP
11811 NORTH TATUM BLVD.
SUITE 2500
PHOENIX, AZ 85028

X

Signatures

By: /s/ Daniel Muniz Quintanilla, Chief Financial Officer of Grupo Mexico, S.A.B. de C.V.

12/04/2008

__Signature of Reporting Person

Date

By: /s/ Daniel Muniz Quintanilla, Vice-President and Chief Financial Officer of Americas Mining Corporation

12/04/2008

__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 price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.18 to \$11.51, inclusive. The reporting persons undertake to provide to Southern Copper Corporation, any security holder of Southern Copper Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (1) and in footnotes (3) through (23) to this Form 4.
 - (2) Americas Mining Corporation ("AMC") directly owns 673,500,000 shares of Common Stock. AMC is owned by Grupo Mexico, S.A.B. de C.V.
 - (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.00 to \$11.18, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.13 to \$10.86, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.30 to \$11.75, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.06 to \$13.54, inclusive.
 - (7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.35 to \$15.04, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.45 to \$14.68, inclusive.
 - (9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.06 to \$15.10, inclusive.
 - (10) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.00 to \$16.26, inclusive.
 - (11) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.64 to \$14.90, inclusive.
 - (12) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.61 to \$14.78, inclusive.
 - (13) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.42 to \$15.67, inclusive.
 - (14) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.25 to \$14.52, inclusive.
 - (15)

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The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.68 to \$13.80, inclusive.

- (16) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.25 to \$15.12, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$11.03 to \$12.17, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.08 to \$11.62, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.12 to \$10.77, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.56 to \$10.99, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$11.30 to \$13.43, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.04 to \$12.66, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$11.00 to \$12.59, inclusive.

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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