

BENNETT JOHN A
Form SC 13G/A
February 03, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Bennett Environmental Inc.

(Name of Issuer)

Common Shares without par value

(Title of Class of Securities)

081906109

(CUSIP Number)

December 31, 2004

(Date of Event which Requires filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John A. Bennett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

NUMBER OF 693,839

SHARES **6 SHARED VOTING POWER**

BENEFICIALLY

OWNED BY 1,050,000

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 693,839

WITH **8 SHARED DISPOSITIVE POWER**

1,050,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,743,839

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.1%

12 TYPE OF REPORTING PERSON

IN

The Statement on Schedule 13G, dated February 16, 2004, filed by John A. Bennett, is hereby amended and restated in its entirety to read as follows:

Item 1 (a). Name of Issuer:

Bennett Environmental Inc.

Item 1 (b). Address of Issuer's Principal Executive Offices:

Suite 208, 1540 Cornwall Road

Oakville, Ontario L6J 7W5 Canada

Item 2 (a) - (c). Name, Principal Business Address and Citizenship of Person Filing:

John A. Bennett

Bennett Environmental Inc.

Suite 208, 1540 Cornwall Road

Oakville, Ontario L6J 7W5 Canada

Citizenship: Canada

Item 2 (d). Title of Class of Securities:

Common Shares without par value

Item 2 (e). CUSIP Number:

081906109

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under Section 15 of the Exchange Act.
- (b) .. Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) .. Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) .. Investment company registered under Section 8 of the Investment Company Act.
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not Applicable

Item 4. Ownership.

The information in items 1 and 5 through 11 on the cover page (p. 2) on Schedule 13G is hereby incorporated by reference.

Totals shown include: (i) 693,839 Common Shares (including 217,500 immediately exercisable stock options) of the Issuer directly owned by Mr. Bennett; (ii) 600,000 Common Shares held by a trust over which Mr. Bennett exercises voting control; and (iii) 450,000 shares held by Mr. Bennett's wife.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

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.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 1, 2005

/s/ John Bennett

John A. Bennett