

SUPERIOR ESSEX INC  
Form 4  
July 20, 2005

**FORM 4**

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

OMB APPROVAL

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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

(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)
Common Stock	07/15/2005 <sup>(1)</sup>		S	V Amount (A) or (D) Price 1,250,000 D \$ 20.25	1,241,318	D <sup>(2)</sup> <sub>(3)</sub>	

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

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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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<u>Signature of Reporting Person</u>	Date
Michael A. Gaudino, Vice President, General Electric Capital Corporation	07/20/2005
<u>Signature of Reporting Person</u>	Date
Barbara A. Lane, Attorney-In-Fact, General Electric Capital Services, Inc.	07/20/2005
<u>Signature of Reporting Person</u>	Date
Barbara A. Lane, Attorney-In-Fact, General Electric Company	07/20/2005
<u>Signature of Reporting Person</u>	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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.