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BUTLER MANUFACTURING CO  
Form 8-K  
April 23, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the

THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: April 23, 2004

BUTLER MANUFACTURING COMPANY

Butler Manufacturing Company  
1540 Genessee Street  
P.O. Box 419917  
Kansas City, Missouri 64102  
Phone (816) 968-3000

Incorporated in the State of Delaware

Commission File No. 001-12335

I.R.S. Employer Identification Number: 44-0188420

ITEM 5. OTHER EVENTS

On April 23, 2004, Butler Manufacturing Company ("Butler") received two letters from BlueScope Steel Limited ("BlueScope").

The first letter from BlueScope (attached hereto as Exhibit 99.1) advises Butler that BlueScope has reviewed Butler's unaudited consolidated financial statements for the three months ended March 31, 2004 and confirms that Butler's operating results meet or exceed the EBIT, Net Cash Flow and Backlog thresholds set in the BlueScope merger agreement such that no material adverse change has occurred. Accordingly, subject to obtaining the necessary stockholder approval, Butler is not aware of any conditions that will not be satisfied and would prevent the merger with BlueScope from being consummated.

The second letter from BlueScope (attached hereto as Exhibit 99.2) advises Butler that BlueScope irrevocably has arranged for having cash on hand on April 27, 2004 to fund its financial commitments to Butler stockholders and lenders in connection with the merger between Butler and BlueScope.

ITEM 7. EXHIBITS

- 99.1 Letter from BlueScope Steel Limited to Butler Manufacturing Company, dated April 23, 2004, concerning financial parameters contained in the BlueScope merger agreement.

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- 99.2 Letter from BlueScope Steel Limited to Butler Manufacturing Company, dated April 23, 2004, concerning committed financing.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BUTLER MANUFACTURING COMPANY

April 23, 2004

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Date

/s/ Larry C. Miller

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Larry C. Miller  
Vice President - Finance, and  
Chief Financial Officer

April 23, 2004

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Date

/s/ John W. Huey

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John W. Huey  
Vice President, General Counsel  
and Secretary

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