

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.**

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(Name of Issuer)

Common Shares without par value

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(Title of Class of Securities)

081906109

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(CUSIP Number)

December 31, 2004

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(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

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**John A. Bennett**