

# FORM 6-K

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

February 28, 2003

# JAMES HARDIE INDUSTRIES N.V.

(Exact name of Registrant as specified in its charter)

4th Level, Atrium, unit 04-07  
Strawinskyiaan 3077  
1077 ZX Amsterdam, The Netherlands  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): Not Applicable

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): Not Applicable

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not Applicable

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**Safe Harbor Statement**

The exhibits attached to this Form 6-K contain forward-looking statements. Words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “target,” “estimate,” “project,” “predict,” “forecast,” “guideline,” “should,” “aim” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, which are further discussed in our reports submitted to the Securities and Exchange Commission on Forms 20-F and 6-K and in our other filings, include but are not limited to: competition and product pricing in the markets in which we operate; general economic and market conditions; compliance with, and possible changes in, environmental and health and safety laws; dependence on cyclical construction markets; the supply and cost of raw materials; our reliance on a small number of product distributors; the consequences of product failures or defects; exposure to environmental or other legal proceedings; and risks of conducting business internationally. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those contained in forward-looking statements. Forward-looking statements speak only as of the date they are made.

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Appendix 3B – Exercise of Options, ASX lodge date February 18, 2003 |
| 99.2               | Appendix 3B – Exercise of Options, ASX lodge date February 25, 2003 |

**SIGNATURES**

Pursuant to the requirements 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.

Date: February 28, 2003

**James Hardie Industries N.V.**

By: /s/ Don Cameron

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Don Cameron  
Managing Director

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | Appendix 3B – Exercise of Options, ASX lodge date February 18, 2003 |
| 99.2               | Appendix 3B – Exercise of Options, ASX lodge date February 25, 2003 |

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

James Hardie Industries N.V.

ARBN

097 829 895

We (the entity) give ASX the following information.

#### Part 1 — All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

|   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | <u>Shares/CUFS</u>                                      |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <u>8,536 shares/CUFS</u>                                |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <u>8,536 shares/CUFS issued on exercise of options.</u> |

+See chapter 19 for defined terms.

1/1/2003

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**Appendix 3B**  
**New Issue Announcement**

|   |  |  |                              |
|---|--|--|------------------------------|
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?<br><br>If the additional securities do not rank equally, please state:<br><ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | Yes, rank equally with issued shares/CUFS  |                              |
| 5 | Issue price or consideration   | Allotment of shares/CUFS on exercise of 8,536 options at A\$5.2696 each.   |                              |
| 6 | Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)   | Exercise of options.   |                              |
| 7 | Dates of entering +securities into uncertificated holdings or despatch of certificates   | 18 February 2003   |                              |
| 8 | Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)  | <u>Number</u><br>457,454,498   | <u>+Class</u><br>Shares/CUFS |
| 9 | Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)  | <u>Number</u><br>13,551,214<br>Note: in addition to the exercise of 8,536 options, the following options have been cancelled at each exercise price:<br>108,000 at A\$6.66<br>82,902 at A\$3.3031<br>48,209 at A\$3.3431<br>112,273 at A\$5.2696 | <u>+Class</u><br>Options     |

+See chapter 19 for defined terms.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) Rank for dividends equally with issued shares/CUFS

**Part 2 — Bonus issue or pro rata issue**

|    |  |                       |
|----|--|-----------------------|
| 11 | Is security holder approval required?  | <u>Not applicable</u> |
| 12 | Is the issue renounceable or non-renounceable?   | <u>Not applicable</u> |
| 13 | Ratio in which the +securities will be offered   | <u>Not applicable</u> |
| 14 | +Class of +securities to which the offer relates   | <u>Not applicable</u> |
| 15 | +Record date to determine entitlements   | <u>Not applicable</u> |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   | <u>Not applicable</u> |
| 17 | Policy for deciding entitlements in relation to fractions  | <u>Not applicable</u> |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. | <u>Not applicable</u> |
| 19 | Closing date for receipt of acceptances or renunciations   | <u>Not applicable</u> |
| 20 | Names of any underwriters  | <u>Not applicable</u> |
| 21 | Amount of any underwriting fee or commission   | <u>Not applicable</u> |
| 22 | Names of any brokers to the issue  | <u>Not applicable</u> |

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+See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|    |   |                       |
|----|---|-----------------------|
| 23 | Fee or commission payable to the broker to the issue  | <u>Not applicable</u> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   | <u>Not applicable</u> |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  | <u>Not applicable</u> |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  | <u>Not applicable</u> |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | <u>Not applicable</u> |
| 28 | Date rights trading will begin (if applicable)  | <u>Not applicable</u> |
| 29 | Date rights trading will end (if applicable)  | <u>Not applicable</u> |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   | <u>Not applicable</u> |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  | <u>Not applicable</u> |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?   | <u>Not applicable</u> |
| 33 | +Despatch date  | <u>Not applicable</u> |

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+ See chapter 19 for defined terms.

### Part 3 — Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

**Additional securities forming a new class of securities** Not applicable

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 — 1,000
  - 1,001 — 5,000
  - 5,001 — 10,000
  - 10,001 — 100,000
  - 100,001 and over
- 37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New Issue Announcement**

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**Entities that have ticked box 34(b)**

Not applicable

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
- 42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number

+Class

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+See chapter 19 for defined terms.

#### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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+See chapter 19 for defined terms.

1/1/2003

Appendix 3B Page 7

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**Appendix 3B**  
**New issue announcement**

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3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Manager Secretarial Services

Date: 18 February 2003

Print name:

Alan T. Kneeshaw

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+See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

James Hardie Industries N.V.

ARBN

097 829 895

We (the entity) give ASX the following information.

#### Part 1 — All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

|   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | <u>Shares/CUFS</u>                                       |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <u>16,070 shares/CUFS</u>                                |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <u>16,070 shares/CUFS issued on exercise of options.</u> |

+ See chapter 19 for defined terms.

1/1/2003

Appendix 3B Page 1



**Appendix 3B**  
**New issue announcement**

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4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? Yes, rank equally with issued shares/CUFS

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5 Issue price or consideration Allotment of shares/CUFS on exercise of 16,070 options at A\$3.3431 each.

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) Exercise of options.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates 25 February 2003

|   | Number             | +Class             |
|---|--------------------|--------------------|
| 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable) | <u>457,470,568</u> | <u>Shares/CUFS</u> |

|   | Number            | +Class         |
|---|-------------------|----------------|
| 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | <u>13,535,144</u> | <u>Options</u> |

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+ See chapter 19 for defined terms.

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) Rank for dividends equally with issued shares/CUFS.

## Part 2 — Bonus issue or pro rata issue

- |    |   |                       |
|----|---|-----------------------|
| 11 | Is security holder approval required?   | <u>Not applicable</u> |
| 12 | Is the issue renounceable or non-renounceable?  | <u>Not applicable</u> |
| 13 | Ratio in which the +securities will be offered  | <u>Not applicable</u> |
| 14 | +Class of +securities to which the offer relates  | <u>Not applicable</u> |
| 15 | +Record date to determine entitlements  | <u>Not applicable</u> |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | <u>Not applicable</u> |
| 17 | Policy for deciding entitlements in relation to fractions   | <u>Not applicable</u> |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | <u>Not applicable</u> |
| 19 | Closing date for receipt of acceptances or renunciations  | <u>Not applicable</u> |
| 20 | Names of any underwriters   | <u>Not applicable</u> |
| 21 | Amount of any underwriting fee or commission  | <u>Not applicable</u> |
| 22 | Names of any brokers to the issue   | <u>Not applicable</u> |

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**Appendix 3B**  
**New issue announcement**

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|    |   |                       |
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| 23 | Fee or commission payable to the broker to the issue  | <u>Not applicable</u> |
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| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  | <u>Not applicable</u> |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  | <u>Not applicable</u> |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | <u>Not applicable</u> |
| 28 | Date rights trading will begin (if applicable)  | <u>Not applicable</u> |
| 29 | Date rights trading will end (if applicable)  | <u>Not applicable</u> |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   | <u>Not applicable</u> |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  | <u>Not applicable</u> |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?   | <u>Not applicable</u> |
| 33 | +Despatch date  | <u>Not applicable</u> |

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(tick one)
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*Tick to indicate you are providing the information or documents*

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 — 1,000
  - 1,001 — 5,000
  - 5,001 — 10,000
  - 10,001 — 100,000
  - 100,001 and over
- 37 A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement,**

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**Entities that have ticked box 34(b)**

Not applicable

- 38 Number of securities for which +quotation is sought  
39 Class of +securities for which quotation is sought  
40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Number

+Class

- 42 Number and +class of all +securities quoted on ASX  
(including the securities in clause 38)
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+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

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- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
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+ See chapter 19 for defined terms.

1/1/2003

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**Appendix 3B**  
**New issue announcement.**

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Manager Secretarial Services

Date: 25 February 2003

Print name:

Alan T. Kneeshaw

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+ See chapter 19 for defined terms.