

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

FORM 6-K

**Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934**

For the Month of May, 2010

1-15240
(Commission File Number)

JAMES HARDIE INDUSTRIES SE

(Translation of registrant's name into English)

Atrium, 8th floor
Strawinskylaan 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 the registrant by furnishing the information contained in this Form 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 Harbour Statement

This 6K and exhibits include statements about the benefit of James Hardie's re-domicile to Ireland as an Irish SE (the Proposal) may contain forward-looking statements. James Hardie may from time to time make forward-looking statements in its periodic reports filed with or furnished to the United States Securities and Exchange Commission on Forms 20-F and 6-K, in the annual reports to shareholders, in offering circulars, invitation memoranda and prospectuses, in media releases and other written materials and in oral statements made by the company's officers, directors or employees to analysts, institutional investors, existing and potential lenders, representatives of the media and others. Statements that are not historical facts are forward-looking statements and such forward-looking statements are statements made pursuant to the Safe Harbour Provisions of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include:

- statements about the company's future performance;
- projections of the company's results of operations or financial condition;
- statements regarding the company's plans, objectives or goals, including those relating to its strategies, initiatives, competition, acquisitions, dispositions and/or its products;
- expectations concerning the costs associated with the suspension or closure of operations at any of the company's plants and future plans with respect to any such plants;
- expectations that the company's credit facilities will be extended or renewed;
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Forward-looking statements are based on the company's estimates and assumptions and because forward-looking statements address future results, events and conditions, they, by their very nature, involve inherent risks and uncertainties. Such known and unknown risks, uncertainties and other factors may cause the company's actual results, performance or other achievements to differ materially from the anticipated results, performance or achievements expressed, projected or implied by these forward-looking statements. These factors, some of which are discussed under "Risk Factors" in James Hardie's registration statement (described below under the heading "Additional information and where to find it) include, but are not limited to:

- all matters relating to or arising out of the prior manufacture of products that contained asbestos by current and former James Hardie subsidiaries;
- required contributions to the AICF, any shortfall in the AICF and the effect of currency exchange rate movements on the amount recorded in the company's financial statements as an asbestos liability;
- compliance with and changes in tax laws and treatments;
- competition and product pricing in the markets in which the company operates;
- the consequences of product failures or defects;
- exposure to environmental, asbestos or other legal proceedings; general economic and market conditions;
- the supply and cost of raw materials; the success of research and development efforts;
- reliance on a small number of customers;
- a customer's inability to pay;
- compliance with and changes in environmental and health and safety laws;
- risks of conducting business internationally;

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- the company's proposal to transfer its corporate domicile from The Netherlands to Ireland to become an Irish "SE" company;
- compliance with and changes in laws and regulations;
- currency exchange risks;
- the concentration of the company's customer base on large format retail customers, distributors and dealers;
- the effect of natural disasters;
- changes in the company's key management personnel;
- inherent limitations on internal controls;
- use of accounting estimates; and
- all other risks identified in the company's reports filed with Australian, Dutch and US securities agencies and exchanges (as appropriate).

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While there is no new issue of securities involved in the Proposal under Australian law, under the US federal securities law James Hardie Industries SE is treated as a new registrant and the Explanatory Memorandum constitutes a prospectus for the purposes of US federal securities law. The Explanatory Memorandum is not a prospectus for the purposes of Australia's Corporations Act, 2001. Accordingly, it does not contain all of the information that would be required to be contained in an Australian prospectus and has not been, and will not be, lodged with the ASIC.

Investors and security holders of James Hardie are urged to read the Explanatory Memorandum and any amendments, as well as any other relevant documents lodged or filed with the ASX or SEC as they become available because they contain and will contain important information about James Hardie and the Proposal. The Registration Statement, James Hardie's Annual Report on Form 20-F and James Hardie's subsequent reports filed with or furnished to the SEC and other relevant materials (when they become available) may be read and copied at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Rooms may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website, www.sec.gov, from which any electronic filings made by James Hardie may be obtained without charge. In addition, investors and security holders may obtain copies of the documents filed with or furnished to the SEC upon oral or written request without charge. Requests may be made by calling the Information Helpline in Australia at 1800 675 021 (between 8.00am and 5.00pm AEST) or elsewhere in the world at +1-949-367-4900 (between 8.00am and 5.00pm US Central Time) or in writing by regular and electronic mail at the following address: James Hardie Industries SE, Atrium, 8th Floor, Strawinskylaan 3077, 1077 ZX Amsterdam, The Netherlands, Attention: Company Secretary; email: infoline@jameshardie.com.

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Participants in the solicitation

James Hardie and its executive officers and directors may be deemed to be participants in the solicitation of proxies from the shareholders of James Hardie in connection with the Proposal. Information about the executive officers and directors of James Hardie and their ownership of James Hardie common stock is set out in the Explanatory Memorandum forming part of the Registration Statement.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Chairman's address
99.2	EIM Presentation

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.

James Hardie Industries SE

Date: Friday, 28 May 2010

By: /s/Marcin Firek
Marcin Firek
Legal Counsel, Australia and Company Secretary

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28 May 2010

Address to 2010 Extraordinary Meetings

Michael Hammes, Chairman, James Hardie Industries SE

Stage 1 of the Proposal to change our domicile was approved last August with over 99% of votes cast at the extraordinary general meeting being in favour.

In February this year, James Hardie completed its transformation from a public limited liability corporation registered in The Netherlands to a European company registered in The Netherlands.

We are now asking you to approve the move of our corporate domicile from The Netherlands to Ireland so that JHI SE will become an Irish SE, subject to Irish law in addition to the SE Regulation.

With your support at our extraordinary meetings today and in Amsterdam next Wednesday, we will resolve one of the more complex issues that this company has had to deal with since 2004.

Key benefits of the Proposal

The move of our corporate domicile to Ireland is expected to deliver benefits in areas as diverse as our business operations, governance and shareholder distributions. Most importantly:

- our key senior managers will be able to spend more time in our operations and markets;
- we will have greater certainty under the US/Irish Tax Treaty than is the case under the US/Netherlands Tax Treaty;
- our flexibility to undertake certain transactions under Irish company law will be increased, which your directors believe expands the company's future strategic options;
- our governance structure will be simplified to a single board of directors; and
- most of our shareholders will be eligible to receive dividends not subject to withholding tax.

As part of realising these benefits last October, following shareholder approval of Stage 1, we set up James Hardie's office on Harcourt Street in central Dublin. The office already houses nine of the 12 to 13 people we plan to base there and manages our Treasury and Intellectual Property functions. The company's Secretariat will also be relocated to Dublin in the very near future.

We also appointed two Irish directors, James Osborne and David Dilger, whose skills and experience have already proven invaluable in our preparations to become an Irish SE company.

What the Proposal means for shareholders

For you as shareholders, the re-domicile to Ireland will be relatively seamless.

- Shareholders will continue to hold the same securities
- James Hardie will continue to be listed on the ASX and NYSE, and
- Most shareholders will be able to receive distributions free of dividend withholding tax, though to obtain this exception shareholders will be required to file a non Irish resident declaration form which will be made available to them.

Costs of the Proposal

There are costs associated with the Proposal. When we issued the Explanatory Memorandum for Stage 1 of the Proposal, we estimated the transaction and implementation costs of the proposal and the transfer of our Intellectual Property and Treasury and Finance operations would be in the range of US\$51-71 million.

These costs are now calculated to be approximately US\$63 million, including around US\$20 million in advisory fees and other expenses incurred in connection with the implementation of Stage 1, and approximately US\$41 million in Dutch taxes as a result of a capital gain on the transfer of our Intellectual Property and the exit from the Financial Risk Reserve regime in The Netherlands and the termination of that regime.

The remaining estimated costs of approximately US\$2 million consist primarily of advisory fees and other expenses expected to be incurred in connection with the implementation of Stage 2.

Consultation Process

When I spoke to shareholders at the Stage 1 Extraordinary Information Meeting last year, I recall there were several comments about the proposed articles of association for Irish SE and you asked for an opportunity to provide additional feedback to the company.

We welcomed that feedback and consulted with a number of relevant parties, including the Australian Shareholders Association.

After considering the comments we received, we made a number of changes to the proposed articles of association for Irish SE.

The most significant of these changes include:

- eliminating the ability of directors of Irish SE to remove a fellow director;
- setting a single percentage ownership threshold and simplifying the information requirements for shareholders to put items on the agenda of general meetings or nominate directors;
- and increasing the minimum notice period for all extraordinary general meetings.

Dividends

We also received a number of questions concerning the company's dividend — specifically the issue of when we plan to reinstate the dividend. I know this is not relevant to the resolution before the EGM, but I want to deal with this now because it is clearly a matter of concern to some shareholders who used their question forms to contact us.

The company announced on 20 May 2009 that it would omit the year-end dividend for fiscal year 2009 to conserve capital and that, until such time as market and global economic conditions improve significantly and the level of uncertainty surrounding future industry trends and company-specific contingencies dissipates, the company will continue to omit dividends.

While there has been some recovery in the markets in which we operate, there still exists a high level of uncertainty. Furthermore, we still await judgment in our dispute with the Australian Tax Office.

The Board understands shareholders' desire for dividends, but until the company has more clarity on these matters, we have determined that it continues to be appropriate to omit dividend payments.

AGMs to be held in Ireland

Additionally, as we explained in the Explanatory Memorandum, completion of the Proposal will mean some changes to our shareholder meetings, so I want to use this meeting to reassure you that this certainly is not going to be the last time you have an opportunity to meet me, or address your Board of Directors.

As you know, if Stage 2 is approved, we will hold our 2010 Annual General Meeting in Ireland, but we will do this in a manner that allows you to attend a meeting in Sydney, follow the meeting in Dublin on simulcast, and fully participate in the AGM — including asking questions of me, or other directors, or the auditors.

In many ways, the meeting will be closer to a standard AGM with discussion and voting taking place in "real time". If you complete the relevant section of your Voting Instruction Form, you will be able to cast your vote at the meeting.

Louis and Russell and I will continue to travel to Australia and will present our half and full year results here and meet with shareholders and management.

Payments to the Asbestos Injuries Compensation Fund

I want to take this opportunity to repeat that implementing the Proposal will not change James Hardie's overall commitment to make contributions to the Asbestos Injuries Compensation Fund under the Amended and Restated Final Funding Agreement.

Indeed, as we noted in the Explanatory Memorandum, because the AICF's capacity to satisfy claims is linked to the long-term financial success of James Hardie, especially the company's ability to generate net operating cash flow, completing the Proposal is expected to have medium and long-term benefits for the Fund.

Following the announcement of our full-year results yesterday, I can confirm that James Hardie intends to make a funding payment of approximately US\$64 million to the AICF in the second quarter of fiscal year 2011.

This amount represents 35% of the company's net operating cash flow for fiscal year 2010 in accordance with the Amended Final Funding Agreement.

Summary

Finally, in summary, a review of the company's domicile was completed over several years and concluded that it was in the best interest of James Hardie and its shareholders to transform James Hardie into a European company and move the corporate domicile from The Netherlands to Ireland.

Other options were considered. However due to a number of factors and the complexity of operating in multiple jurisdictions, many options were not considered viable or appropriate.

Moving the domicile to Ireland offers considerable operational and strategic benefits and simplifies the company's governance model without disadvantaging shareholders and other stakeholders.

Although there are costs involved, the Proposal to move the domicile to Ireland is considered by the directors to be the best course of action at this time for James Hardie and its shareholders.

End

Media/Analyst Enquiries:

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Email: media@jameshardie.com.au

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Participants in the solicitation

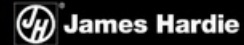
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Extraordinary Information
Meeting
28 May 2010

 **James Hardie**

Important Notice



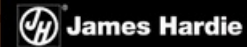
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Important Notice – Continued



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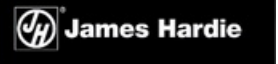
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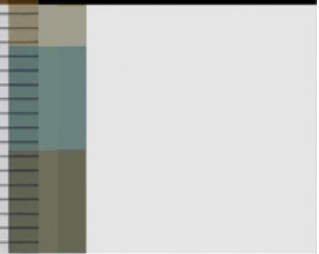
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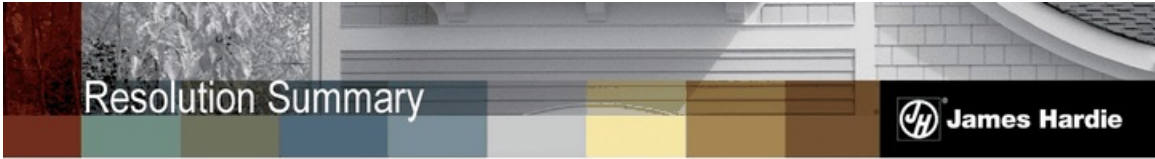
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Extraordinary Information Meeting
28 May 2010
Item of Business





Approve transformation to an Irish “SE” company

The material on this page should be read in conjunction with the Explanatory Memorandum



**Extraordinary Information
Meeting**
28 May 2010

Chairman's Address
Michael Hammes



Proposal to move James Hardie to Ireland



- On August 21, 2009, shareholders approved Stage 1 of the two stage proposal to redomicile the company

- Over 99% of votes cast at the extraordinary general meeting were in favour of the resolution

- On 19 February 2010, James Hardie completed its transformation to a European Company (Societas Europea (SE)) registered in The Netherlands

- **We now seek your approval to proceed with Stage 2 of the proposal, to transform JHI SE to an Irish SE by moving our corporate domicile to Ireland**

The Proposal

- Allows key senior managers to spend more time with the company's operations and in its markets

- Provides greater certainty for James Hardie to obtain benefits under the current US/Ireland tax treaty than is the case under the US/Netherlands tax treaty

- Increases the company's flexibility by allowing certain types of transactions under Irish law (and aided by availability of schemes of arrangement)

- Simplifies the company's governance to a single board of directors

- Permits most shareholders to be eligible to receive distributions from James Hardie free from dividend withholding tax

- Shareholders will continue to hold the same securities
- James Hardie will continue to be listed on the ASX and NYSE
- Most shareholders³ will be able to receive distributions from Irish SE free from dividend withholding tax (which may, depending on their circumstances, be available for offset or credit)
- To obtain exemption from dividend withholding tax shareholders will be required to file a non-Irish resident declaration form which will be made available to shareholders
- There should be no adverse capital gains tax consequences for most shareholders⁴ and a final ruling has been obtained from the ATO to that effect for Australian shareholders

³ Shareholders resident in a jurisdiction that has not entered a tax treaty with Ireland and outside the EU will generally be subject to double Irish dividend withholding tax at a rate of 20%

⁴ Individual shareholders should refer to the Explanatory Memorandum and also seek professional advice relating to their own circumstances

- The total cost associated with the Proposal and the transfer of intellectual property and finance activities is estimated at approximately US\$63m
- Transaction costs associated with implementation of Stage 1 were approximately US\$20m
- Associated with Stage 1 of the Proposal, James Hardie exited its Financial Risk Reserve regime and also moved its intellectual property and financing activities from The Netherlands to entities tax resident in Ireland
- Taxes imposed in The Netherlands are currently estimated at approximately US\$41m as a result of the capital gain on the transfer of our intellectual property and treasury and finance operations from The Netherlands
- The remaining US\$2m costs of the Proposal relate to:
 - advisory fees, and
 - other expenses associated with the Proposal

- At the Extraordinary Information Meeting to approve Stage 1 of the Proposal the directors agreed to consult with interested parties regarding JHI SE's Memorandum and Articles of Association.

- As a result of this consultation directors have agreed to:
 - Change the Articles to remove the provision to allow the Board to remove a fellow director

 - Set a single ownership threshold and simplify the information requirements for shareholders to put items on the agenda of general meetings, or nominate directors

 - Change Articles to provide a 21 day notice period for EGMs

- The company announced on 20 May 2009 that it would omit the year end dividend for fiscal year 2009 to conserve capital

- The company stated, at that time, that until market and global economic conditions improved significantly and the level of uncertainty surrounding future industry trends and company specific contingencies dissipates, the company will continue to omit dividends

- While there has been some improvements in the markets in which we operate, the Board has determined that it is still appropriate to continue to omit dividends

- Once Stage 2 is implemented, AGMs and Board meetings will be held in Ireland
- Shareholders will be able to participate in shareholder meetings through a live simulcast of meetings in Ireland, and ask questions and vote
- To vote at shareholder meetings shareholders must complete the relevant section of the Voting Instruction Form

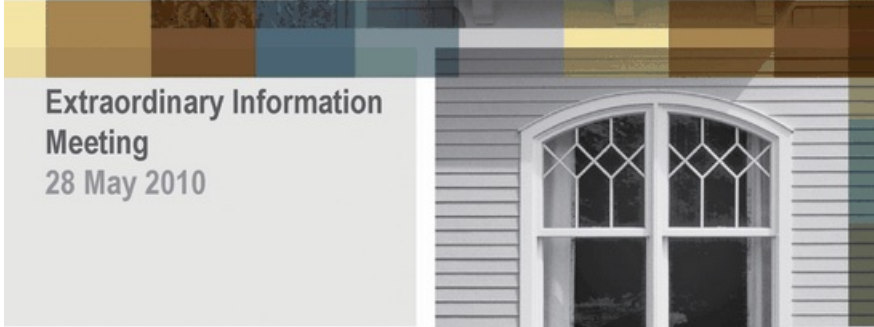
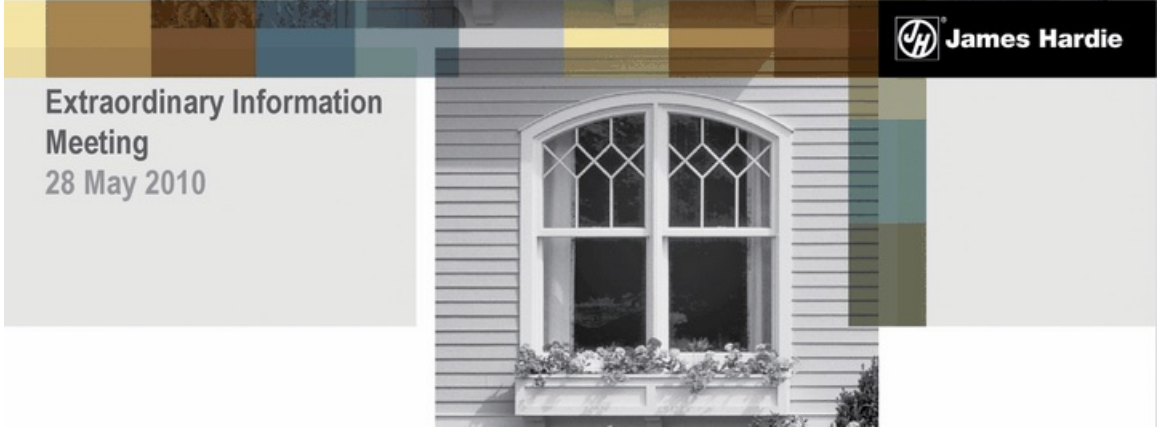
- The Proposal will not change James Hardie's overall commitment to make contributions to the AICF under the Amended and Restated Final Funding Agreement (AFFA)
- James Hardie, as an Irish SE, will continue to be bound by the AFFA
- The NSW Government and the trustees of the AICF have been consulted in relation to the Proposal. The capacity of the AICF to satisfy claims is linked to the long-term financial success of James Hardie, especially the company's ability to generate net operating cash flow
- Under the AFFA, the AICF is required to be funded on an annual basis subject to the application of various provisions, including a cap on annual contributions of 35% of James Hardie's free cash flow⁵ in the financial year immediately preceding a payment
- James Hardie will make a funding contribution of approximately US\$64m to the AICF in the second quarter of FY11

- Review of domicile, completed over several years, concluded that it was in the best interests of James Hardie and its shareholders to (1) transform James Hardie into a European company and (2) move the corporate domicile from The Netherlands to Ireland

- Other options were considered. However due to a number of factors and the complexity of operating in multiple jurisdictions many options were not considered viable or appropriate

- Moving the domicile to Ireland offers considerable operational benefits and simplifies the company's governance model without disadvantaging shareholders and other stakeholders

- Although there are costs involved, the Proposal to change domicile to Ireland is considered by the directors to be the best course of action at this time for James Hardie and its shareholders



Extraordinary Information
Meeting
28 May 2010



- Proposal to move James Hardie to Ireland (background)

- Other options considered

- Key risks associated with the Proposal

- Features of Irish Company Law

Background

- Corporate domicile has been under review for considerable time
- The review concluded that remaining in The Netherlands was no longer desirable due to:
 - the requirement for key senior managers to spend substantial time in The Netherlands and away from markets and operations in order to qualify for US/Netherlands tax treaty benefits
 - the ongoing risk of future disputes with the US Internal Revenue Service (IRS)
 - the December 2010 expiry of favourable tax concessions in The Netherlands
- As a result of the review, directors concluded that a move to Ireland is the best course of action at this time and is in the best interests of James Hardie and its shareholders

- James Hardie considered other options, including:
 - Moving James Hardie to the US
 - not practically possible as it requires acceptance by a minimum of 95% of issued shares to move to compulsory acquisition
 - was not considered possible without the risk of two listed entities or significant uncertainty relating to tax outcomes for shareholders
 - Moving James Hardie to Australia
 - not practically possible as it requires acceptance by a minimum of 95% of issued shares to move to compulsory acquisition
 - was not considered possible without the risk of two listed entities or significant uncertainty relating to tax outcomes for shareholders
 - merely moving the tax residence of James Hardie to Australia would not eliminate the 15% Dutch dividend withholding tax on distributions to most holders

Key risks associated with the Proposal



- The expected benefits could be materially different from actual benefits obtained as a result of actions outside the control of James Hardie, including:
 - the Proposal puts James Hardie at risk of future law changes, including to Irish and US laws and the US/Ireland tax treaty
- James Hardie will also have to act so that:
 - the parent company and certain subsidiaries remain tax resident in Ireland
 - the facts as represented in rulings with revenue authorities are consistent with actions taken in the future by James Hardie
 - changes to the board, employees' locations and headquarters cause as little disruption as possible
- After taking account of these risks, the directors of James Hardie believe that the Proposal is the best course of action at this time and is in the best interests of James Hardie and its shareholders

In contrast to Dutch company law, Irish company law offers greater flexibility and provides for more achievable shareholder acceptance thresholds for certain types of transactions

For example, Irish company law:

- provides for schemes of arrangement

- Requires 80% (instead of 95%) of the issued share capital of the Irish SE to be acquired to effect a compulsory acquisition

- Provides for statutory takeover regime



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