
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
of the Securities Exchange Act of 1934

September 28, 2004

JAMES HARDIE INDUSTRIES N.V.

(Exact name of Registrant as specified in its charter)

4th Level, Atrium, unit 04-07
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 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

Exhibit No.	Description
99.1	CEO and CFO stand aside – Filed with the Australian Stock Exchange on September 28, 2004
99.2	Statement from Peter Macdonald – Filed with the Australian Stock Exchange on September 28, 2004

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 N.V.

Date: September 28, 2004

By: /s/ W. (Pim) Vlot
W. (Pim) Vlot
Secretary

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28 September 2004

James Hardie CEO and CFO stand aside

The Board of James Hardie Industries NV has reviewed the report of the Special Commission of Inquiry into the establishment of the Medical Research and Compensation Foundation.

The Board and management acknowledge the seriousness of Commissioner Jackson's findings. The Board notes the recently announced investigation by ASIC into the circumstances of James Hardie's creation of the Foundation to compensate victims of asbestos-related illnesses in February 2001. James Hardie will co-operate with this investigation.

The Board has taken steps to address matters raised in the Commissioner's report, while also ensuring the business continues to perform well in the interests of shareholders and all other stakeholders (including current and future asbestos claimants, employees, contractors and business partners) who are dependent on the continued financial strength of the company.

Effective immediately, Mr Peter Macdonald is standing aside as Chief Executive Officer and Mr Peter Shafron is standing aside as Chief Financial Officer. An acting CEO and acting CFO will be appointed. The Board expects to make announcements in respect of these appointments in due course.

To preserve business continuity, Mr Macdonald has agreed to be responsible for the business operations of James Hardie. He will remain based in the United States. Mr Macdonald's position will be reviewed as matters surrounding the Commissioner's report and the ASIC investigation become clearer.

Mr Shafron's future role with the company is currently under consideration by the Board but it is planned that he will undertake a number of projects for the company, outside the CFO's function, in both the United States and the Netherlands. Mr Shafron's position will also be reviewed as matters surrounding the Commissioner's report and the ASIC investigation become clearer.

As previously announced, the Special Committee of the Board will continue to oversee all matters relating to asbestos compensation and the Commissioner's report.

James Hardie Chairman, Meredith Hellicar, said the company had the will and the capacity to address a key finding of the Commissioner's report which stresses the need to develop a means of sustainable long-term compensation for asbestos disease sufferers.

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“James Hardie acknowledges the moral obligations it has to legitimate claimants. We will seek to work with the ACTU, as requested by Premier Carr, to develop a solution that is in the interests of claimants, shareholders and all parties that rely on James Hardie for their livelihood, income or well-being,” Ms Hellicar said.

The Chairman also welcomed the clarification of some disputed matters put before the Commission, including the rationale for establishing the Medical Research and Compensation Foundation and the re-domicile of the holding company to The Netherlands. “In these areas in particular, the Commissioner’s findings do not support many of the allegations made against the company during the course of the Commission,” she said.

End

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Disclaimer

Company statements can 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



28 September 2004

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Statement from Peter Macdonald – James Hardie

The report from the NSW Special Commission of Inquiry into the establishment of the Medical Research and Compensation Foundation contains a number of findings about me. In the interests of James Hardie and its shareholders, the Board and I have agreed that I will step aside today from my position as CEO pending further clarification of these findings.

I acknowledge that the funding provided to the Foundation that was established to pay asbestos disease sufferers has proven to be insufficient. I apologise for any anxiety and distress that this funding shortfall may have caused.

It is my intention to vigorously defend myself against allegations made by Commissioner Jackson, at the appropriate time and in the proper forum. In the meantime, I look forward to continuing to work in the best interests of the company and its shareholders — and to ensuring James Hardie continues to grow and perform strongly. I believe this is in the best interest of all stakeholders.

Peter Macdonald
James Hardie