

FORDING CANADIAN COAL TRUST
Form SC 13D/A
October 24, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13-d2(a)
(Amendment No. 5)*

Fording Canadian Coal Trust

(Name of Issuer)

Trust Units

(Title of Class of Securities)

345425102

(CUSIP Number)

Peter C. Rozee

Teck Cominco Limited

Suite 3300 – 550 Burrard Street

Vancouver, B.C. V6C 0B3

Telephone: (604) 699-4000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

OCTOBER 24, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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CUSIP No. 345425102

Schedule 13D

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- 1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
- Teck Cominco Limited**
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- WC**
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- Canada**
- | | | | |
|--------------|----|--------------------------|------------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF | 8 | SHARED VOTING POWER | -0- |
| SHARES | | | |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | -0- |
| OWNED BY | | | |
| EACH | 10 | SHARED DISPOSITIVE POWER | -0- |
| REPORTING | | | |
| PERSON | | | |
| WITH | | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0 Units**
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0%**
- 14 TYPE OF REPORTING PERSON*
- CO**

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Schedule 13D

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- 1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
- Teck Cominco Metals Ltd.**
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a) 0
(b) 0
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- WC**
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- 0
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- Canada**
- | | | | |
|--------------|----|--------------------------|--|
| | 7 | SOLE VOTING POWER | |
| | | -0- | |
| NUMBER OF | 8 | SHARED VOTING POWER | |
| SHARES | | -0- | |
| BENEFICIALLY | 9 | | |
| OWNED BY | | SOLE DISPOSITIVE POWER | |
| EACH | | -0- | |
| REPORTING | 10 | | |
| PERSON | | SHARED DISPOSITIVE POWER | |
| WITH | | -0- | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0 Units**
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)
- 0
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0%**
- 14 TYPE OF REPORTING PERSON*
- CO**

Item 1. Security and the Issuer

This Amendment No. 5 to the Schedule 13D ("Amendment No. 3") by Teck Cominco Limited ("Teck") and Teck Cominco Metals Ltd., a wholly-owned subsidiary of Teck ("Teck Metals"), relates to trust units (the "Units") of Fording Canadian Coal Trust, an open-ended mutual fund trust governed by the laws of the Province of Alberta, Canada (the "Issuer" or "Fording"). This Amendment No.4 supplementally amends the Initial Statement on Schedule 13D, filed by Teck and Teck Metals with the Securities and Exchange Commission on September 27, 2007 (the "Initial Statement"), as amended by Amendment No.1 to the Schedule 13D, filed by Teck and Teck Metals on June 20, 2008, as amended by Amendment No. 2 to the Schedule 13D, filed by Teck and Teck Metals on July 30, 2008, as amended by Amendment No. 3 to the Schedule 13D, filed by Teck and Teck Metals on September 30, 2008, as amended by Amendment No. 4 to the Schedule 13D filed by Teck and Teck Metals on October 14, 2008 (together, the "Initial Statement"). The principal executive offices of the Issuer are located at 205th Avenue SE, Suite 1000, Calgary, Alberta T2G 0R4. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is supplementally amended as follows:

Item 2. Identity and Background.

No material change.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Initial Statement is hereby amended by adding the following at the end thereof:

On October 24, 2008, under the Agreements dated as of October 13, 2008 between each of Teck and Teck Metals and the Bank of Nova Scotia, a Canadian chartered bank, the bank purchased approximately 12.86 million Units of the Issuer held by Teck and approximately 14.79 million Units of the Issuer held by Teck Metals for a total of approximately 27.6 million Units of the Issuer. The purchase price per Fording Unit is US\$83.30, subject to adjustment after closing of the Transaction based on the volume weighted average price of Teck Class B subordinate voting shares, which purchase price will be paid into escrow on October 29, 2008.

Additionally, under the Agreements, if the Transaction does not close by November 5, 2008, the bank will settle its obligation to pay for the Fording Units based on the weighted average price of Fording Units on the New York Stock Exchange during the following 20 day period.

On October 24, 2008 Teck Metals sold 1,856,500 Units of the Issuer to an affiliate of Ontario Teachers Pension Plan Board for Cdn\$36.00 per Unit in cash, pursuant to the Teachers' Letter Agreement dated July 29, 2008.

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The summary of the Agreements contained in this Item 3 does not purport to be complete, and is qualified in its entirety by reference to the Agreements filed as Exhibit 1 and Exhibit 2 to Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on October 14, 2008, and incorporated herein by reference.

The summary of the Teachers' Letter Agreement contained in this Item 3 does not purport to be complete, and is qualified in its entirety by reference to the Teachers' Letter Agreement filed as Exhibit No. 3 to Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 30, 2008, and incorporated herein by reference.

Item 4. Purpose of Transactions.

The information in Item 3 is incorporated herein by reference; otherwise, the information set forth in Item 4 of the Initial Statement remains unchanged.

Except as described in this Item 4, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions required to be reported herein.

Item 5. Interest in Securities of the Issuer.

(a) – (b) For each of Teck and Teck Metals:

Amount Beneficially Owned:

0 Units.

Percentage Owned:

0% of the outstanding Units.

Number of Units as to Which Teck and Teck Metals:

(i) Sole power to direct the vote: 0

(ii) Shared power to direct the vote: 0

(iii) Sole power to dispose or direct the disposition of: 0

(iv) Shared power to dispose or direct the disposition of: 0

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As of the date of this Schedule 13D, Jalynn Bennett, a Director, beneficially owns 1,347 Units. Ms. Bennett has no voting and dispositive power with respect to those Units. Teck and Teck Metals disclaim beneficial ownership of any Units beneficially owned by Ms. Bennett. Ms. Bennett disclaims beneficial ownership of any Units beneficially owned by Teck and Teck Metals.

(c) On October 24, 2008, the Bank of Nova Scotia purchased, in a privately negotiated transaction, approximately 12.86 million Units of the Issuer held by Teck and approximately 14.79 million Units of the Issuer held by Teck Metals, for a purchase price per Fording Unit of US\$83.30, subject to adjustment after closing of the Transaction based on the volume weighted average price of Teck Class B subordinate voting shares. Additionally, under the Agreements, if the Transaction does not close by November 5, 2008, the bank will settle its obligation to pay for the Fording Units based on the weighted average price of Fording Units on the New York Stock Exchange during the following 20 day period.

On October 24, 2008, an affiliate of Ontario Teachers Pension Plan Board purchased, in a privately negotiated transaction, 1,856,500 Units of the Issuer held by Teck Metals, for a purchase price per Fording Unit of Cdn\$36.00.

Except as disclosed in this Item 5 of this Schedule 13D, neither Teck nor Teck Metals, nor, to the best knowledge of Teck and Teck Metals, any of the directors or executive officers of Teck and Teck Metals has effected any transaction in the Units in the 60 days prior to the filing of this Schedule 13D.

(d) Not applicable.

(e) On October 24, 2008 Teck and Teck Metals ceased to be the beneficial owners of more than 5 percent of the outstanding Units.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information in Item 3 is incorporated herein by reference; otherwise, the information set forth in Item 6 of the Initial Statement remains unchanged.

Item 7. Material to be Filed as Exhibits.

Exhibit No.

- 1 *Letter Agreement, dated as of October 13, 2008 between Teck Cominco Limited and the Bank of Nova Scotia.
- 2 *Letter Agreement, dated as of October 13, 2008 between Teck Cominco Metals Ltd. and the Bank of Nova Scotia.
- 3 *Teachers' Letter Agreement, dated as of July 29, 2008 among Teck Cominco Limited, Teck Cominco Metals Ltd., Golden Apple Income Inc. and Ontario Teachers' Plan Board.

*Previously filed.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 24, 2008

TECK COMINCO LIMITED

By: /s/ Peter C. Rozee
Name: Peter C. Rozee

Title: Senior Vice President, Commercial Affairs

TECK COMINCO METALS LTD.

By: /s/ Peter C. Rozee
Name: Peter C. Rozee

Title: Senior Vice President, Commercial Affairs

SCHEDULE I

Teck Cominco Limited

The name and present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each director and officer of Teck Cominco Limited is set forth below. The principal business and address of each director and officer is Teck Cominco Limited, Suite 3300-550 Burrard Street, Vancouver, B.C. V6C 0B3, unless otherwise indicated.

Name	Present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted)
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DIRECTORS

All directors listed below are Canadian citizens, except for Mr. Kuriyama and Mr. Mochihara who are both Japanese citizens.

Mayank M. Asher	Executive Vice President, Suncor Energy Inc. P.O. Box 38, 112 - 4 Avenue S.W. Calgary, Alberta T2P 2V5 Canada
J. Brian Aune	President, Alderprise Inc., 755 Meny Sud RR3 Magog, Quebec 71X 3WY Canada.
Jalynn H. Bennett	President, Jalynn H. Bennett and Associates Ltd., 303-247 Davenport Rd Toronto ON M5R 1J9 Canada
Hugh J. Bolton	Chairman, Epcor Utilities Inc., 10065 Jasper Avenue, Edmonton, Alberta T5J 3B1 Canada
Norman B. Keevil	Chairman, Teck Cominco Limited
Norman B. Keevil III	Chief Operating Officer, Triton Logging Inc., 6675 Mirah Road, Saanichton, BC, V8M 1Z4 Canada
Takashi Kuriyama	Executive Vice President, Sumitomo Metal Mining America Inc., #901 - 700 West Pender Street, Vancouver B.C. V6C 1G8 Canada
Donald R. Lindsay ^[1]	Chief Executive Officer, Teck Cominco Limited
Takuro Mochihara	Senior Managing Executive Officer, Dept. of Mineral Resources Division, Sumitomo Metal Mining Co., Ltd., 11-3, Shimbashi 5-chome, Minato-ku, Tokyo, 105-8716 JAPAN

^[1] Mr. Lindsay is also a director of the Issuer.

Derek G. Pannell	Managing Partner, Brookfield Properties BCE Place, 181 Bay Street, Suite 330, Toronto, Ontario M5J 2T3
Janice G. Rennie	Corporate Director
Warren S.R. Seyffert ^[2]	Corporate Director
Keith E. Steeves	Corporate Director
Chris M.T. Thompson	Corporate Director

EXECUTIVE OFFICERS

All executive officers listed below are Canadian citizens, except for Mr. Kukielski and Mr. Vance who are both U.S. citizens and Mr. Higgins who is an Australian citizen. The principal business and address of each officer is Teck Cominco Limited, Suite 3300-550 Burrard Street, Vancouver, B.C. V6C 0B3.

OFFICERS

Norman B. Keevil	Chairman
Donald R. Lindsay	Chief Executive Officer and President
Roger J. Higgins	Senior Vice President
Douglas H. Horswill	Senior Vice President, Environment and Corporate Affairs
Peter G. Kukielski	Executive Vice President and Chief Operating Officer
G. Leonard Manuel	Senior Vice President and General Counsel
Ronald A. Millos	Senior Vice President, Finance and Chief Financial Officer
Peter C. Rozee	Senior Vice President, Commercial Affairs
Ronald J. Vance	Senior Vice President, Corporate Development
Timothy C. Watson	Senior Vice President, Project Development

^[2] Mr. Seyffert is also a director of the Issuer.

Teck Cominco Metals Ltd.

The name and present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each director and officer of Teck Cominco Metals Ltd. is set forth below. The principal business and address of each director and officer is Teck Cominco Limited, Suite 3300-550 Burrard Street, Vancouver, B.C. V6C 0B3. All directors and executive officers listed below are Canadian citizens, except for Mr. Kukielski and Mr. Vance who are both U.S. citizens and Mr. Higgins who is an Australian citizen.

Name	Present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted)
DIRECTORS	
Norman B. Keevil	Director, Teck Cominco Limited
Donald R. Lindsay ^[1]	President, Teck Cominco Limited
G. Leonard Manuel	Senior Vice President and General Counsel, Teck Cominco Limited
Ronald A. Millos	Senior Vice President and Chief Financial Officer, Teck Cominco Limited
Peter C. Rozee	Senior Vice President, Commercial Affairs, Teck Cominco Limited
OFFICERS	
Donald R. Lindsay	Chief Executive Officer and President
Roger J. Higgins	Senior Vice President
Douglas H. Horswill	Senior Vice President, Environment and Corporate Affairs
Peter G. Kukielski	Executive Vice President and Chief Operating Officer
G. Leonard Manuel	Senior Vice President and General Counsel
Ronald A. Millos	Senior Vice President, Finance and Chief Financial Officer
Peter C. Rozee	Senior Vice President, Commercial Affairs

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Ronald A. Vance

Senior Vice President, Corporate Development

Timothy C. Watson

Senior Vice President, Project Development

^[1] Mr. Lindsay is also a director of the Issuer.