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MACDERMID INC  
Form 10-Q/A  
September 28, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549 - 1004

FORM 10-Q/A  
Amendment No. 1 to Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED March 31, 2004  
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TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
COMMISSION FILE NUMBER 1-13889  
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MacDermid, Incorporated  
-----

(Exact name of registrant as specified in its charter)

Connecticut 06-0435750  
-----  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

245 Freight Street, Waterbury, Connecticut 06702  
-----  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (203) 575-5700  
-----

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No  
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Indicate by check mark whether the registrant is an accelerated filer as defined in Rule 12b-2 of the Act.

Yes  No  
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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 1, 2004
----- Common Stock, no par value	----- 30,297,727 shares

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## Introductory Note

This Form 10-Q/A is being filed solely for the purpose of making revisions to Item 4, Controls and Procedures, previously included in our Form 10-Q for the period ended March 31, 2004. In addition, we have included updated and amended certifications related to these changes:

- Exhibit 31.1 Principal Financial Officer Certification Under Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 31.2 Principal Executive Officer Certification Under Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 32 Written Statement of Chief Executive Officer and Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) and for the purpose of complying with Rule 13a-14(b) of the Securities Exchange Act of 1934

These items are hereby amended and restated to include a statement that our principal executive and financial officer have evaluated the effectiveness of our disclosure controls as of the date of this report. The date of our certifications has been updated to include the amended information. Except as described above, we have not amended or modified the financial information or other disclosures contained in our Form 10-Q as originally filed. This Form 10-Q/A does not reflect events occurring after the filing of the original Form 10-Q, nor does it modify or update the disclosures therein in any way other than as required to reflect the amendments described above and set forth below. The following represents our Form 10-Q in its entirety including amendments to only those items set forth above.

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MACDERMID, INCORPORATED  
CONSOLIDATED BALANCE SHEETS  
(Amounts in thousands of dollars)

	March 31, 2004	December 31, 2003
	----- (Unaudited)	-----
Assets		
Current assets:		
Cash and cash equivalents . . . . .	\$ 66,559	\$ 61,294
Accounts receivable, net of allowance for doubtful receivables of \$11,686 and \$11,908, respectively.	143,794	137,149
Inventories . . . . .	79,367	75,775
Prepaid expenses . . . . .	6,998	8,137
Deferred income taxes . . . . .	22,916	22,960
	-----	-----
Total current assets . . . . .	319,634	305,315
Property, plant and equipment, net of accumulated depreciation of \$174,123 and \$172,741, respectively .	110,380	113,642
Goodwill . . . . .	194,200	194,200
Intangibles, net . . . . .	29,634	30,061
Deferred income taxes . . . . .	32,785	31,759
Other assets, net . . . . .	20,653	22,258
	-----	-----
	\$ 707,286	\$ 697,235
	=====	=====