

ARTISAN PARTNERS LTD PARTNERSHIP  
Form SC 13G/A  
January 26, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Butler Manufacturing Company

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

123655102

-----  
(CUSIP Number)

December 31, 2004

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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 ("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).

CUSIP No. 123655102

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-----  
1. NAME OF REPORTING PERSON /  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Partners Limited Partnership

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions)

(a)

Not Applicable

(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		None
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		None
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		None
PERSON WITH	8	SHARED DISPOSITIVE POWER
		None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON  
(see Instructions)

IA

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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Investment Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions) (a) [ ]

Not Applicable (b) [ ]

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Wisconsin

5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
None

6 SHARED VOTING POWER  
None

7 SOLE DISPOSITIVE POWER  
None

8 SHARED DISPOSITIVE POWER  
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see Instructions)  
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%

12 TYPE OF REPORTING PERSON  
(see Instructions)  
CO

1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Andrew A. Ziegler

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions) (a) [ ]  
Not Applicable (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S.A.

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NUMBER OF	5	SOLE VOTING POWER
SHARES		None
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		None
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		None
PERSON WITH	8	SHARED DISPOSITIVE POWER
		None

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see Instructions)

Not Applicable

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

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12 TYPE OF REPORTING PERSON  
(see Instructions)

IN

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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carlene Murphy Ziegler

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions) (a) [ ]

Not Applicable (b) [ ]

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

---

5 SOLE VOTING POWER

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NUMBER OF	None
SHARES	-----
BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY	None
EACH	-----
REPORTING	7 SOLE DISPOSITIVE POWER
PERSON WITH	None
	-----
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	None
	-----
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see Instructions)
	Not Applicable
	-----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.0%
	-----
12	TYPE OF REPORTING PERSON (see Instructions)
	IN
	-----

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Item 1(a) Name of Issuer:  
Butler Manufacturing Company

Item 1(b) Address of Issuer's Principal Executive Offices:  
1540 Genessee Street  
Kansas City, Missouri 64102

Item 2(a) Name of Person Filing:  
Artisan Partners Limited Partnership ("Artisan Partners")  
Artisan Investment Corporation, the general partner of Artisan Partners ("Artisan Corp.")  
Andrew A. Ziegler  
Carlene Murphy Ziegler

Item 2(b) Address of Principal Business Office:  
Artisan Partners, Artisan Corp., Mr. Ziegler and Ms. Ziegler are all located at:  
875 East Wisconsin Avenue, Suite 800

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Milwaukee, WI 53202

Item 2(c) Citizenship:

Artisan Partners is a Delaware limited partnership  
Artisan Corp. is a Wisconsin corporation  
Mr. Ziegler and Ms. Ziegler are U.S. citizens

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

123655102

Item 3 Type of Person:

(e) Artisan Partners is an investment adviser registered under section 203 of the Investment Advisers Act of 1940; Artisan Corp. is the General Partner of Artisan Partners; Mr. Ziegler and Ms. Ziegler are the principal stockholders of Artisan Corp.

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Item 4 Ownership (at December 31, 2004):

(a) Amount owned "beneficially" within the meaning of rule 13d-3:

None

(b) Percent of class:

0.0% (based on 6,335,425 shares outstanding as of February 23, 2004)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: None

(ii) shared power to vote or to direct the vote: None

(iii) sole power to dispose or to direct the disposition of: None

(iv) shared power to dispose or to direct disposition of: None

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

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Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

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.

Date: January 26, 2005

ARTISAN INVESTMENT CORPORATION  
for itself and as general partner of  
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: Lawrence A. Totsky\*

ANDREW A. ZIEGLER

Andrew A. Ziegler\*

CARLENE MURPHY ZIEGLER

Carlene Murphy Ziegler\*

\*By: /s/ Lawrence A. Totsky

Lawrence A. Totsky  
Chief Financial Officer of Artisan  
Investment Corporation  
Attorney-in-Fact for Andrew A.  
Ziegler

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Attorney-in-Fact for Carlene Murphy  
Ziegler

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Exhibit Index

- Exhibit 1      Joint Filing Agreement dated as of January 26, 2005 by and among  
                  Artisan Partners Limited Partnership, Artisan Investment  
                  Corporation, Andrew A. Ziegler, and Carlene Murphy Ziegler
- Exhibit 2      Power of Attorney of Andrew A. Ziegler dated as of April 2, 2002
- Exhibit 3      Power of Attorney of Carlene M. Ziegler dated as of April 2,  
                  2002

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