

**DAVIS POLK & WARDWELL**

1300 I STREET, N.W.  
WASHINGTON, D.C. 20005

1600 EL CAMINO REAL  
MENLO PARK, CA 94025

99 GRESHAM STREET  
LONDON EC2V 7NG

450 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017  
212-450-4000  
FAX 212-450-3800

WRITER'S DIRECT  
(212) 450-4560

15, AVENUE MATHIGNON  
75008 PARIS

MESSETURM  
60308 FRANKFURT AM MAIN

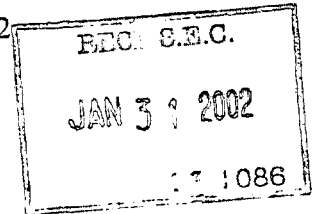
17-22, AKASAKA 2-CHOME  
MINATO-KU, TOKYO 107-0052

3A CHATER ROAD  
HONG KONG



File No. 82-4939

January 31, 2002



Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: **Grupo Ferrovial, S.A. — Information Furnished Pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934**

SUPPL

Ladies and Gentlemen:

On behalf of Grupo Ferrovial, S.A. (the "Company") and in connection with the Company's exemption from Section 12(g) of the Securities and Exchange Act of 1934 granted under Rule 12g3-2(b) thereunder, we hereby furnish to the Securities and Exchange Commission (the "Commission") an English translation of a significant event, dated January 25, 2002 furnished to the *Comisión Nacional del Mercado de Valores (CNMV)*.

If you have any questions, please do not hesitate to contact me at (212) 450-4560. Please stamp the enclosed copy of this letter and return it to our messenger, who has been instructed to wait.

Very truly yours,

*Lillian R. Saldanha*  
Lillian R. Saldanha  
Legal Assistant

PROCESSED  
FEB 14 2002  
THOMSON FINANCIAL P

(Enclosure)  
cc: Ana Lorente  
Manuel Garciadiaz

In compliance with the provisions of article 82 of the Securities Market Law (*Ley del Mercado de Valores*), GRUPO FERROVIAL, S.A. hereby notifies the *Comisión Nacional del Mercado de Valores* of the following:

#### SIGNIFICANT EVENT

The Board of Directors of Grupo Ferrovial, S.A. today adopted the resolutions required for the appointment of Mr. Joaquín Ayuso García to the position of Managing Director in place of Mr. Santiago Bergareche Busquet. The change will take place as follows.

The Board will propose to the the Company's ordinary Shareholders' Meeting, scheduled for March, that Mr. Joaquín Ayuso be appointed as a director of Grupo Ferrovial. Once the Shareholders' Meeting has approved that appointment, the Board will designate him as Managing Director.

Joaquín Ayuso, a civil engineer, is currently Managing Director of Ferrovial Agroman, the company which heads the group's construction division.

Today the Board of Directors also adopted the following resolutions:

- Appointment of Mr. Santiago Bergareche Busquet as non-executive Vice Chairman of the Board of Directors of Grupo Ferrovial, S.A.
- Appointment of Mr. Joaquín Ayuso García as General Manager of Grupo Ferrovial until his appointment as Managing Director.

Mr. Santiago Bergareche, who was appointed Managing Director on 23 February 1999, is stepping down for personal reasons while maintaining his links with Grupo Ferrovial through the position of non-executive Vice Chairman of the Board of Directors.

Madrid, 25 January 2002

José María Pérez Tremps  
Directory and Company Secretary - GRUPO FERROVIAL, S.A.