



Corporate Office

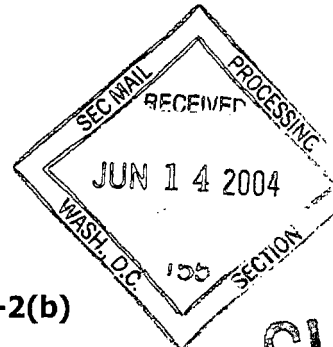


Telephone: (403) 292-7909
Telefax: (403) 292-7623
e-mail: leslie.lawson@atco.com

June 7, 2004

Securities and Exchange Commission
Judiciary Plaza
450-5th Street, NW
Washington, DC 20549

Canadian Utilities Limited
File No.: 82-34744
Exemption Pursuant to Rule 12g3-2(b)



SUPPL

Dear Sir or Madam:

Pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended, enclosed is a copy of the following:

- ◆ Corporation's Form 1, filed June 4, 2004 for symbol CU
- ◆ Corporation's Form 1, filed June 4, 2004 for symbol CU.X
- ◆ Corporation's Form 1, filed June 4, 2004 for symbol CU.PR.T
- ◆ Corporations' Form 1, filed June 4, 2004 for symbol CU.PR.V
- ◆ Corporation's Form 1, filed June 4, 2004 for symbol CU.PR.D
- ◆ Corporation's Form 1, filed June 4, 2004 for symbol CU.PR.A
- ◆ Corporation's Form 1, filed June 4, 2004 for symbol CU.PR.B
- ◆ Insider Report, filed June 4, 2004 relating to a Normal Course Issuer Bid

PROCESSED

JUN 18 2004

**THOMSON
FINANCIAL**

As required pursuant to Rule 12g3-2(b), the exemption number appears in the upper right-hand corner of each unbound page and of the first page of each bound document.

Please indicate your receipt of the enclosed by stamping the enclosed copy of this letter and returning it to the sender in the enclosed self-addressed, stamped envelope.

Regards,

Leslie Lawson
Corporate Secretarial Administrator

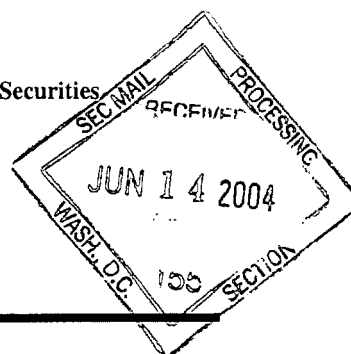
Encl.

ATCO LTD. & CANADIAN UTILITIES LIMITED

1400, 909 - 11th Avenue S.W., Calgary, Alberta T2R 1N6 Tel (403) 292-7500 Fax (403) 292-7623

FILE NO. 82-34744

Form 1 Submission - Change in Issued and Outstanding Securities



Issuer : Canadian Utilities Limited
 Symbol : CU
 Reporting Period: 05/01/2004 - 05/31/2004

Summary

Issued & Outstanding Opening Balance : 41,204,566 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Stock Option Plan 2,200
 Other Issuances and Cancellations -25,500

Issued & Outstanding Closing Balance : 41,181,266

Stock Option Plan

Stock Options Outstanding Opening Balance: 914,400 As at : 05/01/2004

Effective Date	SAR	Options Granted	Options Exercised	Options Cancelled	SAR Reduction in Reserve
05/31/2004	N		2,200		
Totals		0	2,200	0	0

Stock Options Outstanding Closing Balance: 912,200 As at : 05/31/2004

Other Issuances and Cancellations

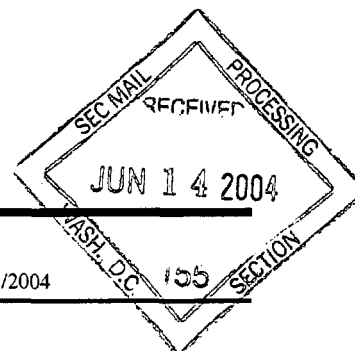
Effective Date	Transaction Type	Number of Securities
05/31/2004	Issuer Bid	-25,500
Totals		-25,500

Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:17:10
 Last Updated: 06/04/2004 17:15:46

Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Canadian Utilities Limited
 Symbol : CU.X
 Reporting Period: 05/01/2004 - 05/31/2004

**Summary**

Issued & Outstanding Opening Balance : 22,209,119 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 22,209,119

Other Issuances and Cancellations

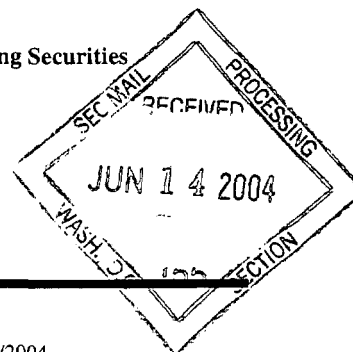
Effective Date	Transaction Type	Number of Securities
Totals		0

Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:18:38
 Last Updated: 06/04/2004 17:18:19

FILE NO. 82-34744

Form 1 Submission - Change in Issued and Outstanding Securities



Issuer : Canadian Utilities Limited
 Symbol : CU.PR.T
 Reporting Period: 05/01/2004 - 05/31/2004

Summary

Issued & Outstanding Opening Balance : 2,277,675 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 2,277,675

Other Issuances and Cancellations

Effective Date	Transaction Type	Number of Securities
Totals		
		0

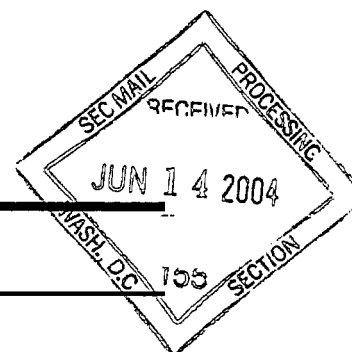
Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:19:17
 Last Updated: 06/04/2004 17:19:09

FILE NO. 82-34744

Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Canadian Utilities Limited
 Symbol : CU.PR.V
 Reporting Period: 05/01/2004 - 05/31/2004

**Summary**

Issued & Outstanding Opening Balance : 2,146,730 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 2,146,730

Other Issuances and Cancellations

Effective Date	Transaction Type	Number of Securities
Totals		0

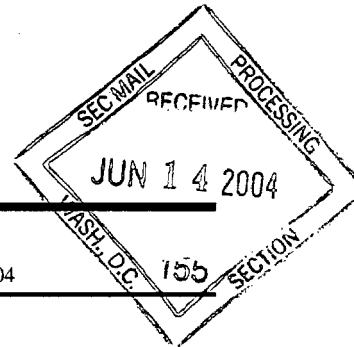
Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:19:52
 Last Updated: 06/04/2004 17:19:40

FILE NO. 82-34744

Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Canadian Utilities Limited
 Symbol : CU.PR.D
 Reporting Period: 05/01/2004 - 05/31/2004

**Summary**

Issued & Outstanding Opening Balance : 635,700 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 635,700

Other Issuances and Cancellations

Effective Date	Transaction Type	Number of Securities
Totals		0

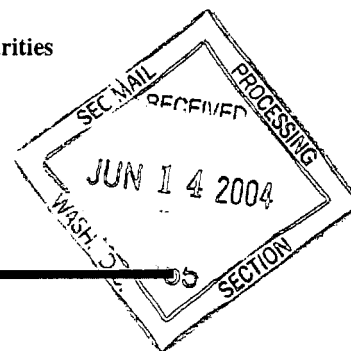
Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:20:21
 Last Updated: 06/04/2004 17:20:15

FILE NO. 82-34744

Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Canadian Utilities Limited
 Symbol : CU.PR.A
 Reporting Period: 05/01/2004 - 05/31/2004

**Summary**

Issued & Outstanding Opening Balance : 6,000,000 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 6,000,000

Other Issuances and Cancellations

Effective Date	Transaction Type	Number of Securities
Totals		0

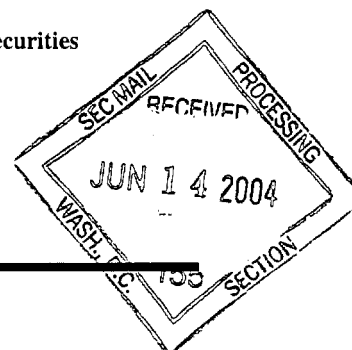
Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:20:47
 Last Updated: 06/04/2004 17:20:43

FILE NO. 82-34744

Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Canadian Utilities Limited
 Symbol : CU.PR.B
 Reporting Period: 05/01/2004 - 05/31/2004

**Summary**

Issued & Outstanding Opening Balance : 6,000,000 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 6,000,000

Other Issuances and Cancellations

Effective Date	Transaction Type	Number of Securities
Totals		0

Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:21:13
 Last Updated: 06/04/2004 17:21:08

2004-06-04 13:22 ET

Insider transaction detail - View details for insider

Transactions sorted by : Insider
 Insider company name : Canadian Utilities Limited (Starts with)
 Filing date range : June 1, 2004 - June 4, 2004

Insider name: Canadian Utilities Limited

Legend: O - Original transaction, A - First amendment to transaction, AP - Amendment to paper filing, etc.

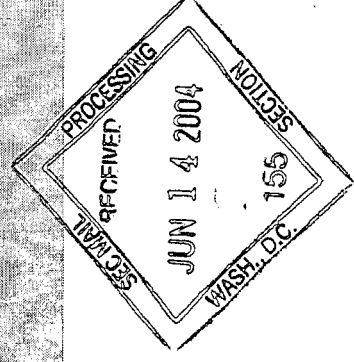
Insider's Relationship to Issuer: 1 - Issuer, 2 - Subsidiary of Issuer, 3 - 10% Security Holder of Issuer, 4 - Director of Issuer, 5 - Senior Officer of Issuer, 6 - Director or Senior Officer of 10% Security Holder, 7 - Director or Senior Officer of Insider or Subsidiary of Issuer (other than in 4,5,6), 8 - Deemed Insider - 6 Months before becoming Insider.

Warning: The closing balance of the "equivalent number or value of underlying securities" reflects the "total number or value of underlying securities" to which the derivative contracts held by the insider relate. This disclosure does not mean and should not be taken to indicate that the underlying securities have, in fact, been acquired or disposed of by the insider.

Transaction ID	Date of transaction YYYY-MM-DD	Date of filing YYYY-MM-DD	Ownership type (and registered holder, if applicable)	Nature of transaction	Number or value acquired or disposed of	Unit price or exercise price	Closing balance	Insider's calculated balance	Conversion or exercise price	Date of expiry or maturity YYYY-MM-DD	Underlying security designation	Equivalent number or value of underlying securities acquired or disposed of	Closing balance of equivalent number or value of securities
266596	2004-05-12	2004-06-04	Direct Ownership :	38 - Redemption, retraction, cancellation, repurchase	+4,000	55.5000	4,000						
Security designation: Non-Voting Shares Class A													

Issuer name: Canadian Utilities Limited

Insider's Relationship to Issuer: 1 - Issuer

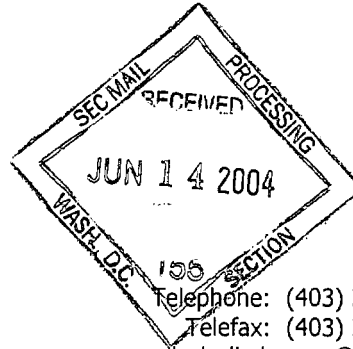


Transaction ID	Date of transaction YYYY-MM-DD	Date of filing YYYY-MM-DD	Ownership type (and registered holder, if applicable)	Nature of transaction	Number or value acquired or disposed of	Unit price or exercise price	Closing balance	Insider's calculated balance	Conversion or exercise price	Date of expiry or maturity YYYY-MM-DD	Underlying security designation	Equivalent number or value of underlying securities acquired or disposed of	Closing balance of equivalent number or value of underlying securities
266598	2004-05-12	2004-06-04	Direct Ownership :	38 - Redemption, retraction, cancellation, repurchase.	-4,000			0					
266599	2004-05-14	2004-06-04	Direct Ownership :	38 - Redemption, retraction, cancellation, repurchase	+4,500	55.8300	4,500						
266601	2004-05-14	2004-06-04	Direct Ownership :	38 - Redemption, retraction, cancellation, repurchase	-4,500			0					
266604	2004-05-19	2004-06-04	Direct Ownership :	38 - Redemption, retraction, cancellation, repurchase	+8,500	54.7300	8,500						
266606	2004-05-19	2004-06-04	Direct Ownership :	38 - Redemption, retraction, cancellation, repurchase	-8,500			0					
266610	2004-05-28	2004-06-04	Direct Ownership :	38 - Redemption, retraction, cancellation, repurchase	+8,500	53.3000	8,500						
266613	2004-05-28	2004-06-04	Direct Ownership :	38 - Redemption, retraction, cancellation, repurchase	-8,500			0					

ATCO

GROUP

Corporate Office



June 7, 2004

Securities and Exchange Commission
Judiciary Plaza
450-5th Street, NW
Washington, DC 20549

SUPPL

ATCO Ltd.

File No.: 82-34745

Exemption Pursuant to Rule 12g3-2(b)

Dear Sir or Madam:

Pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended, enclosed is a copy of the following:

- ◆ Corporation's Form 1, filed June 4, 2004 for symbol ACO.X
- ◆ Corporation's Form 1, filed June 4, 2004 for symbol ACO.Y
- ◆ Corporation's Form 1, filed June 4, 2004 for symbol ACO.PR.A
- ◆ Insider Report, filed June 4, 2004 relating to a Normal Course Issuer Bid

As required pursuant to Rule 12g3-2(b), the exemption number appears in the upper right-hand corner of each unbound page and of the first page of each bound document.

Please indicate your receipt of the enclosed by stamping the enclosed copy of this letter and returning it to the sender in the enclosed self-addressed, stamped envelope.

Regards,

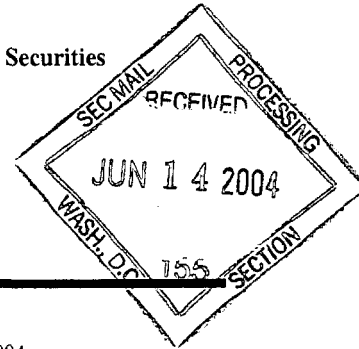
Leslie Lawson
Corporate Secretarial Administrator

Encl.

ATCO LTD. & CANADIAN UTILITIES LIMITED

1400, 909 - 11th Avenue S.W., Calgary, Alberta T2R 1N6 Tel (403) 292-7500 Fax (403) 292-7623

Form 1 Submission - Change in Issued and Outstanding Securities



Issuer : Atco Ltd.
 Symbol : ACO.X
 Reporting Period: 05/01/2004 - 05/31/2004

Summary

Issued & Outstanding Opening Balance : 26,299,281 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Employee Stock Option Plan 2,200
 Other Issuances and Cancellations -40,000

Issued & Outstanding Closing Balance : 26,261,481

Employee Stock Option Plan

Stock Options Outstanding Opening Balance: 1,192,200 As at : 05/01/2004

Effective Date	SAR	Options Granted	Options Exercised	Options Cancelled	SAR Reduction in Reserve
05/31/2004	N		2,200		
Totals		0	2,200	0	0

Stock Options Outstanding Closing Balance: 1,190,000 As at : 05/31/2004

Other Issuances and Cancellations

Effective Date	Transaction Type	Number of Securities
05/31/2004	Issuer Bid	-40,000
Totals		-40,000

Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:10:34
 Last Updated: 06/04/2004 17:07:35

FILE NO. 82-34745

Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Atco Ltd.
 Symbol : ACO.Y
 Reporting Period: 05/01/2004 - 05/31/2004

Summary

Issued & Outstanding Opening Balance : 3,506,801 As at : 05/31/2004

Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 3,506,801

Other Issuances and Cancellations

Effective Date	Transaction Type	Number of Securities
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Totals		0
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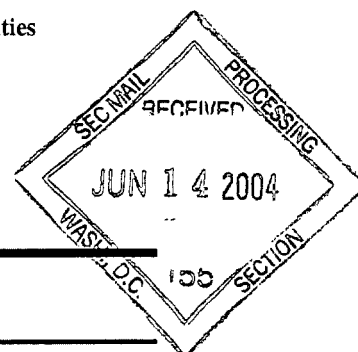
Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:11:08
 Last Updated: 06/04/2004 17:10:59

FILE NO. 82-34745

Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Atco Ltd.
 Symbol : ACO.PR.A
 Reporting Period: 05/01/2004 - 05/31/2004

**Summary**

Issued & Outstanding Opening Balance : 6,000,000 As at : 05/01/2004

Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

Issued & Outstanding Closing Balance : 6,000,000

Other Issuances and Cancellations

Effective Date	Transaction Type	Number of Securities
Totals		0

Filed on behalf of the Issuer by:

Name: Leslie Ann Lawson
 Phone: 403-292-7909
 Email: leslie.lawson@atco.com
 Submission Date: 06/04/2004 17:11:45
 Last Updated: 06/04/2004 17:11:37

Insider transaction detail - View details for insider

2004-06-04 13:27 ET

BEST AVAILABLE COPY

BEST AVAILABLE COPY

Transactions sorted by : Insider
Insider company name : ATCO Ltd. (Starts with)
Filing date range : June 1, 2004 - June 4, 2004

Insider name: ATCO Ltd.

Legend: O - Original transaction, A - First amendment to transaction, A' - Second amendment to transaction, AP - Amendment to paper filing, etc.

Insider's Relationship to Issuer: 1 - Issuer, 2 - Subsidiary of Issuer, 3 - 10% Security Holder of Issuer, 4 - Director of Issuer, 5 - Senior Officer of Issuer, 6 - Director or Senior Officer of 10% Security Holder, 7 - Director or Senior Officer of Insider or Subsidiary of Issuer (other than in 4,5,6), 8 - Deemed Insider - 6 Months before becoming Insider.

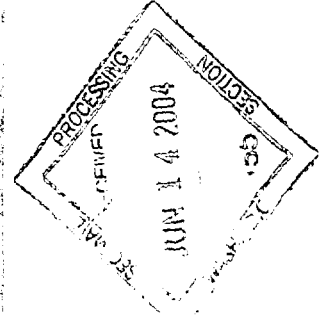
Warning: The closing balance of the "equivalent number or value of underlying securities" reflects the "total number or value of underlying securities" to which the derivative contracts held by the insider relate. This disclosure does not mean and should not be taken to indicate that the underlying securities have, in fact, been acquired or disposed of by the insider.

Transaction ID	Date of transaction YYYY-MM-DD	Date of filing YYYY-MM-DD	Ownership type (and registered holder, if applicable)	Nature of transaction	Number or value acquired or disposed of	Unit price or exercise price	Closing balance	Insider's calculated balance	Conversion or exercise price	Date of maturity YYYY-MM-DD	Underlying security designation	Equivalent number or value of underlying securities acquired or disposed of	Closing balance of equivalent number or value of underlying securities
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Issuer name: ATCO LTD
Insider's Relationship to Issuer: Issuer
Security designation: Non-Voting Shares Class I

266573 2004-06-11 2004-06-04 Cited Ownership
38 - Refiling on
reduction, cancellation
repurchase

47.0930 47.0930 13.060



Transaction ID	Date of transaction YYYY-MM-DD	Date of filing YYYY-MM-DD	Ownership type (and registered holder, if applicable)	Nature of transaction	Number or value acquired or disposed of	Unit price or exercise price	Closing balance	Insider's calculated balance	Conversion or exercise price	Date of expiry or maturity YYYY-MM-DD	Underlying security designation	Equivalent number or value of underlying securities acquired or disposed of	Closing balance of equivalent number or value of underlying securities
266675	2004-05-11	2004-06-04	Direct Ownership	38 - Redemption, retraction, cancellation, repurchase	-10,000			0					
266678	2004-05-17	2004-06-04	Direct Ownership	38 - Redemption, retraction, cancellation, repurchase	+10,000	46.8700	10,000						
266681	2004-05-17	2004-06-04	Direct Ownership	38 - Redemption, retraction, cancellation, repurchase	-10,000			0					
266683	2004-05-25	2004-06-04	Direct Ownership	38 - Redemption, retraction, cancellation, repurchase	+10,000	46.2500	10,000						
266685	2004-05-25	2004-06-04	Direct Ownership	38 - Redemption, retraction, cancellation, repurchase	-10,000			0					
266688	2004-05-31	2004-06-04	Direct Ownership	38 - Redemption, retraction, cancellation, repurchase	+10,000	47.4500	10,000						
266689	2004-05-31	2004-06-04	Direct Ownership	38 - Redemption, retraction, cancellation, repurchase	-10,000			0					