

EXFO ELECTRO OPTICAL ENGINEERING INC  
Form SC 13G/A  
February 17, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

EXFO ELECTRO-OPTICAL ENGINEERING INC.

-----  
(Name of Issuer)

SUBORDINATE VOTING SHARES

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

302043104

-----  
(CUSIP Number)

December 31, 2003  
(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).

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CUSIP No. 302043104  
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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

THE BESSEMER GROUP, INCORPORATED\*  
13-3093730

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF

SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

2,164,093 shs.

EACH  
REPORTING  
PERSON

7 SOLE DISPOSITIVE POWER

-0-

WITH

8 SHARED DISPOSITIVE POWER

2,164,093 shs.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,164,093 shs.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.6%

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-----  
 12 TYPE OF REPORTING PERSON\*

HC  
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\*The shares reported on this page include the shares reported on page 3, as The Bessemer Group, Incorporated is the parent of the other reporting person.

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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 CUSIP No. 302043104  
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 1 NAME OF REPORTING PERSON  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BESSEMER TRUST COMPANY OF FLORIDA  
 59-6067333  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  
 (b)

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida  
 -----

5 SOLE VOTING POWER

2,164,093 shs.

NUMBER OF

SHARES  
 BENEFICIALLY  
 OWNED BY

-----  
 6 SHARED VOTING POWER

-0- shs.  
 -----

EACH  
 REPORTING  
 PERSON

7 SOLE DISPOSITIVE POWER

2,164,093 shs.  
 -----

WITH

8 SHARED DISPOSITIVE POWER

-0- shs.  
 -----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,164,093 shs shs.

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
8.6%

-----  
12 TYPE OF REPORTING PERSON\*  
  
BK

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1.

(a) Name of Issuer:

EXFO Electro-Optical Engineering Inc.

(b) Address of Issuer's Principal Executive Offices:

465 Godin Avenue  
Vanier, Quebec, Canada G1M 3G7

Item 2.

(a), (b) and (c) Name of Persons Filing, Address of Principal Business

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Office and Citizenship:  
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The Bessemer Group, Incorporated ("BGI") as a parent holding company and Bessemer Trust Company of Florida ("BTF"). BTF is wholly-owned by BGI.

BTF is a trust company that manages accounts for the benefit of others. The holders of the securities referred to in this statement are trusts for the benefit of clients of BTF, of which BTF is a trustee or co-trustee, and accounts managed by BTF.

BGI has its principal business office at 100 Woodbridge Center Drive, Woodbridge, New Jersey 07095-0980. BTF has its principal office at 222 Royal Palm Way, Palm Beach, Florida 33480-4394.

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BGI is a corporation organized under the laws of Delaware.  
BTF is a trust company organized under the laws of Florida.

(d) Title of Class of Securities:

Subordinate Voting Shares

(e) CUSIP Number:

302043104

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a), (c) through (f), (h) through (j) not applicable.
- (b)  Bank as defined in section 3 (1) (b) of the Act, as to BTF.
- (g)  Parent holding company or control person, in accordance with Rule 13d-1(b) (1) (ii) (G), as to BGI.

Item 4. Ownership

Items 5 through 9 and Item 11 of Pages 2 and 3 of this Statement are incorporated herein by reference.

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

Not applicable.

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Items 1 and 12 of page 3 of this Statement are incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group

Not applicable.

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Item 9. Notice of Dissolution of Group

Not applicable.

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Item 10. Certification

By signing below, the undersigned certify that, to the best of the knowledge and belief of the undersigned, 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 such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Item 11. Signatures

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

Dated: February 14, 2003

THE BESSEMER GROUP, INCORPORATED

By: /s/ Richard R. Davis

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Name: Richard R. Davis,  
Title: Managing Director

BESSEMER TRUST COMPANY OF FLORIDA

By: /s/ Richard R. Davis

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Name: Richard R. Davis,  
Title: Managing Director

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