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ROGERS COMMUNICATIONS INC
Form SC 13G
February 11, 2005

SC 13G

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.)

ROGERS COMMUNICATIONS INCORPORATED

(NAME OF ISSUER)

CLASS B SHARES

(TITLE OF CLASS OF SECURITIES)

775109200

(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).

SCHEDULE 13G

CUSIP No. 775109200

1 NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

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JARISLOWSKY, FRASER LIMITED

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

NUMBER OF SHARES	5	SOLE VOTING POWER
BENEFICIALLY		8,551,449
OWNED BY EACH	6	SHARED VOTING POWER
REPORTING		1,448,400
PERSON WITH	7	SOLE DISPOSITIVE POWER
		9,999,849
	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,999,849

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

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

5.27%

12 TYPE OF REPORTING PERSON (See Instructions)

IA

SCHEDULE 13G

This statement on Schedule 13G (this "Statement") is being filed by Jarislowky, Fraser Limited ("JFL") and relates to the Class B Shares (the "Class B Stock") of Rogers Communications Inc. (the "Issuer"). JFL is a registered investment adviser and has discretionary authority with respect to the investments of, and acts as agent for, its clients. The Class B Stock reported in this Statement as beneficially owned by JFL as of December 31, 2004 is held in JFL's client accounts and the filing of this Statement shall not be construed as an admission that JFL (or any of its principals) is, for purposes of Section 13 of the Exchange Act, the beneficial owner of such securities.

ITEM 1(A). NAME OF ISSUER:

Rogers Communications Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINICIPAL OFFICES:

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333 Bloor Street East
10th Floor
Toronto, ON
M4W 1G9
Canada

ITEM 2(A). NAME OF PERSON FILING:

Jarislowsky, Fraser Limited

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1010 Sherbrooke St. West
Suite 2005
Montreal, Quebec
H3A 2R7
Canada

ITEM 2(C). CITIZENSHIP:

Canada

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Class B Shares

ITEM 2(E). CUSIP NUMBER:

775109200

ITEM 3. THIS STATEMENT IS BEING FILED PURSUANT TO RULE 13(d)-1(b)
BECAUSE THE REPORTING PERSON FILING IS AS FOLLOWS:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

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(j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to ss.240.13d-1(c), check this box .

ITEM 4.

OWNERSHIP:

PROVIDE THE FOLLOWING INFORMATION REGARDING THE AGGREGATE NUMBER AND PERCENTAGE OF THE CLASS OF SECURITIES OF THE ISSUER IDENTIFIED IN ITEM 1.

(a) Amount beneficially owned: 9,999,849

(b) Percent of class: 5.27%

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

(i) Sole power to vote or to direct the vote:

8,551,449

(ii) Shared power to vote or to direct the vote:

1,448,400

(iii) Sole power to dispose or to direct the disposition of:

9,999,849

(iv) Shared power to dispose or to direct the disposition of:

0

NOTE: As at January 31, 2005:

(a) Amount beneficially owned: 10,032,084

(b) Percent of class: 4.60%

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

(i) Sole power to vote or to direct the vote:

8,583,684

(ii) Shared power to vote or to direct the vote:

1,448,400

(iii) Sole power to dispose or to direct the disposition of:

10,032,084

(iv) Shared power to dispose or to direct the disposition of:

0

ITEM 5.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

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Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Clients of JFL have the right to receive or the power to direct the receipt of dividends from, or the proceeds from sale of, the Common Stock reported as beneficially owned by JFL. No client of JFL beneficially owns more than five percent of Issuer's Common Stock.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

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.

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.

Dated February 11, 2005

Jarislowsky, Fraser Limited

BY: /s/ Erin P. O'Brien

Name: Erin P. O'Brien
Title: Compliance Officer & Partner

Amount(A) or (D) Price Common Stock 03/31/2014 A 16 A \$ 46.42 16,304 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPPS JOHN R 1000 WALNUT ST., 7TH FLOOR KANSAS CITY, MO 64106	X			

Signatures

By: Jeffery D. Aberdeen For: John R. Capps 04/02/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. :none" colspan="2" width="60%">Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**SEC 1474 (9-02)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH PHILIP A BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Corporate Development	

Signatures

Signe S. Gates, pursuant to a Power of Atty 02/23/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Includes 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04, 6,000 Restricted Stock Units and 6,000 Performance (1) Share Awards granted 2/16/05 and 5,000 Restricted Stock Units and 2,400 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.