

Edgar Filing: Bunge LTD - Form SC 13G/A

Bunge LTD
Form SC 13G/A
February 10, 2009

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

SCHEDULE 13G

Under the Securities exchange Act of 1934

(AMENDMENT NO.1) *

BUNGE LIMITED

(NAME OF ISSUER)

COM

(TITLE OF CLASS OF SECURITIES)

G16962105

(CUSIP NUMBER)

January 31, 2009

(Date of event which requires filing of this Statement)

NOTE: A MAJORITY OF THE SHARES REPORTED IN THIS SCHEDULE 13G ARE HELD BY
UNAFFILIATED THIRD-PARTY CLIENT ACCOUNTS MANAGED BY ALLIANCEBERNSTEIN
L.P., AS INVESTMENT ADVISER. (ALLIANCEBERNSTEIN L.P. IS A MAJORITY
-OWNED SUBSIDIARY OF AXA FINANCIAL, INC.)

this Schedule is filed:

X 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).

(CONTINUED ON FOLLOWING PAGE(S))

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	No. of Shares	
Subtotals		-----
AXA		0
AXA Entity or Entities		
Common acquired solely for investment		
AXA Rosenberg Investment		171,932
AXA Financial, Inc.		0
Subsidiaries:		
AllianceBernstein L.P.		
acquired solely for investment		
purposes on behalf of client		
discretionary investment advisory		
accounts:		
Common Stock	12,247,802	
		12,247,802
AXA Equitable Life Insurance Company		
acquired solely for investment		
purposes:		
Common Stock	3,000	
		3,000
Total		-----
		12,422,734
		=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class:	10.2%
	=====

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ITEM 4. Ownership as of

(CONT.)

(c) Deemed Voting Power and Disposition Power:

(i)	(ii)	(iii)	(iv)
Deemed	Deemed	Deemed	Deemed
to have	to have	to have	to have
Sole Power	Shared Power	Sole Power	Shared

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Power

	to Vote or to Direct the Vote -----	to Vote or to Direct the Vote -----	to Dispose or to Direct the Disposition -----	to Dispose or to Direct the Disposition -----
The Mutuelles AXA, AXA	0	0	0	0
AXA Entity or Entities:				
AXA Rosenberg Investment Management LLC	48,674	0	171,932	0
AXA Financial, Inc.	0	0	0	0
Subsidiaries: -----				
AllianceBernstein	9,599,898	30	12,247,772	30
AXA Equitable Life Insurance	3,000	0	3,000	0
	-----	-----	-----	-----
	9,651,57	30	12,422,704	30
	=====	=====	=====	=====

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

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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, ()

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

(X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:

(X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:

AXA Rosenberg Investment Management LLC

(X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries:

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- (X) AllianceBernstein L.P.
(13-3434400), an investment adviser registered under
Section 203 of the Investment Advisers Act of 1940.
- (X) AXA Equitable Life Insurance Company
(13-5570651), an insurance company and an investment
adviser registered under Section 203 of the Investment
Advisers Act of 1940.

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Item 8. Identification and Classification of Members of the Group.
N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

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

Signature

After reasonable inquiry and to the best of my knowledge and
belief, I certify that the information set forth in this statement
Date: , February 10, 2009 AXA FINANCIAL, INC.*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G
attached hereto as Exhibit I, among AXA Financial, Inc., AXA Assurances
I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and AXA, this statement
Schedule 13G is filed on behalf of each of them.