

ISAUTIER BERNARD F  
Form SC 13D/A  
September 30, 2004

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

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PETROKAZAKHSTAN INC.  
(Name of Issuer)

CLASS A COMMON STOCK, NO PAR VALUE  
(Title of Class of Securities)

71649P102  
(CUSIP Number)

BERNARD F. ISAUTIER  
CHAIRMAN OF THE BOARD, PRESIDENT  
AND CHIEF EXECUTIVE OFFICER  
C/O PETROKAZAKHSTAN INC.  
HOGART HOUSE, 29-31 SHEET STREET  
WINDSOR, BERKSHIRE, SL4 1BY  
UNITED KINGDOM  
TEL. NO.: 44 (1753) 410 020  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

SEPTEMBER 29, 2004  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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

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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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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bernard F. Isautier

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Personal Funds

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canadian

7 SOLE VOTING POWER

4,073,140

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

4,073,140

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,073,140

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.28%

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14 TYPE OF REPORTING PERSON  
IN  
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AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 amends and restates the Schedule 13D filed by Mr. Bernard F. Isautier with respect to the Class A Common Stock, no par value per share (the "Common Stock"), of PetroKazakhstan Inc. (the "Company"), which was originally filed on March 6, 2002, and amended by Amendment No. 1, which was filed on May 21, 2004 and by Amendment No. 2, which was filed on September 7, 2004.

ITEM 1. SECURITY AND ISSUER.

The title of the class of equity securities of the Company to which this statement relates is the Company's Class A Common Stock, no par value. The address of the principal executive office of the Company is 140 - 4th Avenue S.W., #1460, Calgary, Alberta, Canada T2P 3N3.

ITEM 2. IDENTITY AND BACKGROUND.

(a) - (c) The person filing this statement is Bernard F. Isautier ("Mr. Isautier" or "Reporting Person"). The business address of Mr. Isautier is c/o PetroKazakhstan Inc., Hogart House, 29-31 Sheet Street, Windsor, Berkshire, SL4 1BY, United Kingdom. Mr. Isautier's principal occupation or employment is Chairman of the Board, President and Chief Executive Officer of the Company.

(d) and (e) Mr. Isautier has not, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or subject to any judgment, decree or final order finding any violation of federal or state securities laws or enjoining future violations of, or prohibiting or mandating activities subject to, such laws.

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(f) Mr. Isautier is a citizen of Canada.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On September 29, 2004, Mr. Isautier sold 1,000,000 shares of Common Stock in open market transactions for an aggregate amount of Cdn\$ 43,250,000, triggering the filing of this Amendment No. 3 to Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Person disposed of beneficial ownership of the shares of Common Stock described in this Amendment No. 3 to Schedule 13D for investment purposes. From time to time the Reporting Person may acquire additional shares of Common Stock and dispose of some or all of the shares of Common Stock owned by him. The Reporting Person has no other plans which relate to or would result in any of the items listed in paragraphs (a) through (j) of Item 4.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As of the date hereof, the Reporting Person may be deemed to beneficially own 4,073,140 shares of Common Stock, which based on calculations made in accordance with Rule 13d-3(d) of the Securities Exchange Act of 1934, as amended, and there being 77,175,491 shares of Common Stock outstanding (as represented by the Company to the Reporting Person), represent approximately 5.28% of the outstanding shares of Common Stock.

(b) The Reporting Person has the sole power to direct the vote and the sole power to direct the disposition of the 4,073,140 shares of Common Stock that may be deemed to be owned beneficially by him.

(c) The shares of Common Stock sold by Mr. Isautier since September 7, 2004, the date on which Amendment No. 2 to Schedule 13D was filed, are as follows:

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| DATE               | NUMBER OF SHARES | PURCHASE PRICE PER SHARE |
|--------------------|------------------|--------------------------|
| September 29, 2004 | 1,000,000        | Cdn\$ 43.25              |
| TOTAL              | 1,000,000        |                          |

The shares were sold in open market transactions.

(d) No person other than the Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock owned by the Reporting Person.

(e) Not Applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIP WITH

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RESPECT TO THE ISSUER.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between the person named in Item 2 and any person with respect to any security of the Company.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

Not applicable.

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SIGNATURES

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: September 30, 2004

/s/ Bernard F. Isautier  
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Bernard F. Isautier