

GENERAL CABLE CORP /DE/

Form 11-K

June 25, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**

For the fiscal year ended December 31, 2003

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**

For the transition period from ..... to .....  
Commission file number. ....

A. Full Title of the Plan and the address of the Plan:

**GENERAL CABLE RETIREMENT AND SAVINGS  
PLAN FOR SALARIED ASSOCIATES**

4 Tesseneer Drive  
Highland Heights, Kentucky 41076

2. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive office:

**GENERAL CABLE CORPORATION**

4 Tesseneer Drive  
Highland Heights, Kentucky 41076

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**GENERAL CABLE RETIREMENT AND SAVINGS PLAN  
FOR SALARIED ASSOCIATES**

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of Year) as of December 31, 2003

Signature

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Exhibit 23 Consent of Deloitte & Touche LLP, Independent Auditors

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EXHIBIT-23

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Audit Committee of the Board of Directors of General Cable Corporation, to the Retirement Plans Finance Committee and the Retirement Plans Administrative Committee (the Retirement Committees ) and to the Participants of the General Cable Retirement and Savings Plan for Salaried Associates:

We have audited the accompanying statements of net assets available for benefits of the General Cable Retirement and Savings Plan for Salaried Associates (the Plan ) as of December 31, 2003 and 2002, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2003 and 2002, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic 2003 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

June 4, 2004

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**GENERAL CABLE RETIREMENT AND SAVINGS PLAN  
FOR SALARIED ASSOCIATES**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
AS OF DECEMBER 31, 2003 AND 2002**

	<b>2003</b>	<b>2002</b>
ASSETS:		
Participant-directed investments (Note 3)	\$99,490,101	\$87,704,046
	<u>                    </u>	<u>                    </u>
NET ASSETS AVAILABLE FOR BENEFITS	\$99,490,101	\$87,704,046
	<u>                    </u>	<u>                    </u>

See notes to financial statements.

**Table of Contents****GENERAL CABLE RETIREMENT AND SAVINGS PLAN  
FOR SALARIED ASSOCIATES****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEARS ENDED DECEMBER 31, 2003 AND 2002**

	<b>2003</b>	<b>2002</b>
<b>CONTRIBUTIONS:</b>		
Employee	\$ 3,903,907	\$ 4,521,444
Employer	1,640,430	3,197,495
Rollovers	129,750	287,587
	<hr/>	<hr/>
Total contributions	5,674,087	8,006,526
	<hr/>	<hr/>
<b>Investment income (loss):</b>		
Net appreciation (depreciation) in fair value of investments	15,131,628	(17,360,596)
Interest and dividends	2,125,311	2,569,805
	<hr/>	<hr/>
Total investment income (loss)	17,256,939	(14,790,791)
	<hr/>	<hr/>
<b>DEDUCTIONS:</b>		
Benefits paid to participants	(11,383,738)	(16,861,179)
Other disbursements	(10,640)	(11,240)
	<hr/>	<hr/>
Total deductions	(11,394,378)	(16,872,419)
	<hr/>	<hr/>
Transfer from (to) other plans	249,407	(345,288)
	<hr/>	<hr/>
<b>NET INCREASE (DECREASE)</b>	11,786,055	(24,001,972)
<b>NET ASSETS AVAILABLE FOR BENEFITS:</b>		
Beginning of year	87,704,046	111,706,018
	<hr/>	<hr/>
End of year	\$ 99,490,101	\$ 87,704,046
	<hr/>	<hr/>

See notes to financial statements.



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**GENERAL CABLE RETIREMENT AND SAVINGS PLAN  
FOR SALARIED ASSOCIATES**

**NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE  
YEARS ENDED DECEMBER 31, 2003 AND 2002**

**1. DESCRIPTION OF THE PLAN**

The following description of the General Cable Retirement and Savings Plan for Salaried Associates (the Plan) is provided for general information purposes only. Participants should refer to the Plan Document for more complete information.

**General** The Plan is a defined contribution plan of General Cable Corporation (the Company) covering substantially all salaried employees of the Company or an affiliated company. GK Technologies, Inc. is the Plan Sponsor. General Cable Corporation and affiliated companies are participating employers. The Retirement Committees, appointed by the Board of Directors of the Company, control and manage the operation and administration of the Plan. MFS Heritage Trust Co. serves as the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions** Participants may contribute up to a certain percent of their pre-tax annual compensation, as defined in the Plan, subject to certain Internal Revenue Code (IRC) limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company, at its discretion, may match a percent of the participants' before-tax contributions. The Company did not match participant contributions for the year ended December 31, 2003. The Company's matching contributions were \$919,634 for the year ended December 31, 2002.

The Plan provides for the Company to make a discretionary contribution to the Plan's employee retirement account for participants who have completed one year of service. The Company's discretionary contributions were \$1,640,430 and \$2,277,861 for the years ended December 31, 2003 and 2002.

**Participant Accounts** Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution, the Company's discretionary retirement contribution, and investment gains and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

**Investments** Participants direct the investments of their accounts into various investment options offered by the Plan. The Plan offers fourteen investment options including mutual funds, a common/collective trust fund and a Company common stock fund as investment options for participants.



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***Vesting*** Participants are vested immediately in their contributions plus actual earnings thereon. The vesting of the Company's discretionary retirement contribution portion of their account is based on years of continuous service. For participants who were hired on or after July 1, 2000, a participant is 100 percent vested after seven years of credited service or immediately upon attainment of age 55 with 5 years of service or death or disability.

The vesting of the Company's discretionary matching contribution portion of their account is based on years of continuous service. For participants who were hired on or after July 1, 2000, a participant is 100 percent vested after four years of credited service or immediately upon attainment of age 65, age 55 with 5 years of service or death or disability.

Participants hired prior to July 1, 2000 should refer to the Plan Document for their vesting schedule.

***Participant Loans*** Participants may borrow from their fund accounts up to a maximum of \$50,000 or 50 percent of their account balances, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate plus one percent, as determined by the Retirement Committees. Principal and interest are paid ratably through payroll deductions.

***In-Service Withdrawals*** Prior to termination of employment, participants may make hardship withdrawals or withdrawals upon attainment of age 59 and one half, in accordance with the Plan Document.

***Payment of Benefits*** Upon retirement or other termination of employment, a participant's vested account balance less any amount necessary to repay participant loans may be distributed to the participant, or in the case of death, to a designated beneficiary, in a lump-sum distribution.

***Forfeitures*** As of December 31, 2003 and 2002, forfeited nonvested accounts totaled \$384,902 and \$26,967, respectively. Forfeitures are used to reduce future Company contributions to the Plan.

**2. SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Accounting*** The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

***Use of Estimates*** The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

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The Plan utilizes various investment instruments including mutual funds, a common/collective trust fund and Company common stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

***Investment Valuation and Income Recognition*** The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds, the common/collective trust fund and Company common stock are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Participant loans are valued at the outstanding loan balances.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

***Administrative Expenses*** Trustee and investment management fees are paid by the Plan. Other administrative expenses are paid by the Company.

***Payment of Benefits*** Benefits are recorded when paid.

***Transfers*** In addition to this Plan, the Company also sponsors the General Cable Savings Plan for Hourly Associates and the General Cable Savings Plan. If employees change their status during the year, their account balances are transferred into the corresponding plan. The transfer (to) from other Plans on the accompanying statements of changes in net assets available for benefits represents net transfers of participant account balances (to) from the corresponding plans.

**3. INVESTMENTS**

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2003 and 2002 are as follows:

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*MFS Fixed Fund Class I	\$23,734,900	\$26,670,577
*MFS Value Fund Class I	12,190,098	10,921,756
Franklin Small Mid Cap Growth Fund Class A	10,385,182	6,577,485
*MFS Massachusetts Investors Trust Class I	8,567,459	7,671,706
*MFS Emerging Growth Fund Class I	8,292,635	5,968,201
Vanguard Institutional Index Fund	7,928,764	6,074,108
*MFS Strategic Income Fund Class I	5,578,061	4,502,447
American EuroPacific Growth Fund Class A	5,106,586	**
PIMCO Total Return Fund-Class A	**	5,637,492

\* Party-in-interest

\*\* Less than 5% of Plan's net assets

During the years ended December 31, 2003 and 2002, Plan investments (including investments bought, sold and held during the period) appreciated/(depreciated) in value as follows:

	<b>2003</b>	<b>2002</b>
Mutual Funds	\$12,746,530	\$(15,951,183)
General Cable Corporation Common Stock Fund	2,385,098	(1,409,413)
	<hr/>	<hr/>
Net appreciation (depreciation) of investments	\$15,131,628	\$(17,360,596)
	<hr/>	<hr/>

**4. RELATED-PARTY TRANSACTIONS**

Certain plan investments are held in shares of mutual funds managed by MFS Investment Management, an affiliate of MFS Heritage Trust Co. In addition, MFS Heritage Trust Co. acts as directed trustee, as defined by the Plan and associated trust agreement and, therefore, these transactions qualify as party-in-interest transactions (under a prohibited transaction exemption).

As of December 31, 2003 and 2002, the Plan held 396,981 and 740,959 units, respectively, of the common stock fund of General Cable Corporation, a participating employer, with a cost basis of \$2,422,538 and \$3,543,648, respectively.

**5. PLAN TERMINATION**

Although it has not expressed any intention to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA by duly adopted written resolution of the Board of Directors of the Plan Sponsor. In the event of termination, the assets of the Plan credited to each participant's account become fully vested and non-forfeitable, and the plan assets will be allocated to provide benefits to participants as set forth in the Plan, or as otherwise required by law.

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**6. FEDERAL INCOME TAX STATUS**

The Internal Revenue Service has determined and informed the Company by a letter dated October 16, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving this determination letter in accordance with the Economic Growth and Tax Relief Reconciliation Act of 2001. However, the Plan sponsor believes the Plan is designed and being administered in accordance with the Internal Revenue Code. Therefore, no provision for income taxes is included in the accompanying financial statements.

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**SUPPLEMENTAL SCHEDULE**

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**Table of Contents****GENERAL CABLE RETIREMENT AND SAVINGS PLAN  
FOR SALARIED ASSOCIATES****FORM 5500 OF SCHEDULE H, PART IV, LINE 4i  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
AS OF DECEMBER 31, 2003**

<b>Identity of Issuer</b>	<b>Fair Value</b>
<b>Description of Investment</b>	
Common/Collective Trust Fund	
*MFS Fixed Fund Class I	\$23,734,900
	<hr/>
Mutual Funds:	
American EuroPacific Growth Fund Class A	5,106,586
American Funds Growth Fund	1,392,168
Franklin Small Mid Cap Growth Fund Class A	10,385,182
*MFS Capital Opportunities Fund Class I	966,260
*MFS Emerging Growth Fund Class I	8,292,635
*MFS Massachusetts Investors Growth Stock Fund Class I	4,433,663
*MFS Massachusetts Investors Trust Fund Class I	8,567,459
*MFS Mid Cap Growth Fund Class I	311,122
*MFS Money Market Fund	147,825
*MFS Research International Fund Class I	551,972
*MFS Strategic Income Fund Class I	5,578,061
*MFS Value Fund Class I	12,190,098
PIMCO Total Return Fund Class A	4,379,955
Vanguard Institutional Index Fund	7,928,764
	<hr/>
	70,231,750
	<hr/>
Common Stock Fund	
*General Cable Corporation	3,235,399
	<hr/>
Loans to Participants	
*Notes receivable, with interest rates ranging from 5.00% to 11.50%, maturing through May 2013	2,288,052
	<hr/>
	\$99,490,101
	<hr/>

\* Party-in-interest

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**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL CABLE RETIREMENT  
AND SAVINGS PLAN FOR  
SALARIED ASSOCIATES

Date: June 25, 2004

By: /s/ Robert J. Siverd

—  
Name: Robert J. Siverd  
Title: Member, Savings Plan  
Administrative Committee

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