

INCO LTD
Form SC 14D9/A
August 08, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14D-9**

**Solicitation/Recommendation Statement under Section 14(d)(4)
of the Securities Exchange Act of 1934**

(Amendment No. 30)

INCO LIMITED

(Name of Subject Company)

INCO LIMITED

(Names of Persons Filing Statement)

Common Shares

Stock Purchase Rights

(Title of Class of Securities)

453258402

(CUSIP Number of Class of Securities)

Simon A. Fish, Esq.

Executive Vice-President, General Counsel & Secretary

145 King Street West, Suite 1500,

Toronto, Ontario M5H 4B7

(416) 361-7511

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

With copies to:

James C. Morphy, Esq.

George J. Sampas, Esq.

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

(212) 558-4000

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 30 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Inco on May 31, 2006 and amended on May 31, June 5, June 6, June 7, June 12, June 13, June 14, June 22, June 23, June 26, June 27, June 30, July 5, July 11, July 14, July 17, July 18, July 19, July 20, July 21, July 24, July 25, July 26, July 28, July 31, August 1 and August 7, 2006. Except as otherwise indicated, the information set forth in the original Schedule 14D-9 and previous amendments thereto remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

Item 3. Past Contacts, Transactions, Negotiations and Agreements.

Item 3 is hereby amended and supplemented by adding the following hereto:

Pursuant to a letter agreement dated July 4, 2006, Peter C. Jones agreed to continue as President and Chief Operating Officer of Inco at Inco's discretion, but not beyond December 31, 2006. In recognition of Mr. Jones agreeing to these extensions, Inco agreed to move the start date of Mr. Jones' separation agreement out by one week for every week Mr. Jones remains in such positions.

The foregoing description of the letter agreement does not purport to be complete and is qualified in its entirety by reference to the letter agreement, which is filed as Exhibit (e)(17) hereto and incorporated herein by reference. The separation agreement was previously filed as Exhibit (e)(10) to this Statement on June 30, 2006.

Item 9. Exhibits.

Item 9 is hereby amended and supplemented by adding the following hereto:

(e)(17) Letter agreement, dated July 4, 2006 between Peter C. Jones and Inco

SIGNATURE

After due 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.

/s/ Simon A. Fish

Simon A. Fish, Esq.
Executive Vice-President, General Counsel and Secretary
August 8, 2006