ULTRAPAR HOLDINGS INC Form SC 13G/A February 23, 2004

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

SCHEDULE 13G

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO1)*
Ultrapar Participacoes S.A.
(Name of Issuer)
American Depositary Shares, each representing 1,000 Preferred Shares
(Title of Class of Securities)
90400P101
(CUSIP Number)
December 31, 2003
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which 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).

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

	Dodge & Cox 94-1441976			
2	CHECK THE AI	PPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]		
	N/A	(a) [_]		
3	SEC USE ONLY			
4	CITIZENSHIP	CITIZENSHIP OR PLACE OF ORGANIZATION		
	California -	- U.S.A.		
		5 SOLE VOTING POWER		
	NUMBER OF SHARES	932,900		
		6 SHARED VOTING POWER		
		0		
	EACH	7 SOLE DISPOSITIVE POWER		
	REPORTING PERSON ·	932,900		
		8 SHARED DISPOSITIVE POWER		
		0		
9	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	932,900			
10	CHECK BOX II	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
	N/A			
11	PERCENT OF (CLASS REPRESENTED BY AMOUNT IN ROW 9		
	5.1%			
12	TYPE OF REPO	ORTING PERSON*		
	IA			

- Item 1(b) Address of Issuer's Principal Executive Offices:
 B. Luiz Antonio, 1343 90 Andar
 Bela Vista
 Sao Paulo, SP 01317-910
 Brazil
- Item 2(b) Address of the Principal Office or, if none, Residence: One Sansome St., 35th Floor

San Francisco, CA 94104

- Item 2(e) CUSIP Number:
 90400P101
- Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:
 - (e) [X] Investment Advisor registered under section 203 of the Investment Advisors Act of 1940
- Item 4 Ownership:
 - (a) Amount Beneficially Owned: 932,900
 - (b) Percent of Class:
 5.1%

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- (c) Number of shares as to which such person has:
- (i) sole power to vote or direct the vote: 932,900
- (ii) shared power to vote or direct the vote: $\boldsymbol{0}$
- (iii) sole power to dispose or to direct the disposition of: 932,900
- (iv) shared power to dispose or to direct the disposition of: $\ensuremath{\mathtt{0}}$
- Item 5 Ownership of Five Percent or Less of a Class:
 Not applicable.
- Item 6 Ownership of More than Five Percent on Behalf of Another
 Person:
 Securities reported on this Schedule 13G are beneficially
 owned by clients of Dodge & Cox, which clients may include
 investment companies registered under the Investment Company
 Act and/or employee benefit plans, pension funds, endowment
 funds or other institutional clients.

Item 9 Notice of Dissolution of a 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 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 purpose 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 is true, complete and correct.

Dated: February 23, 2004

DODGE & COX

By: /s/ THOMAS M. MISTELE

Name: Thomas M. Mistele Title: Vice President

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