



9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,480,593

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.4%

12. TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
CUSIP No.        Not applicable  
-----

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

Boris Hirmas Said

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☐ ☐  
(b) ☐ ☐
3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

5. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

- 0 -

- ## 6. SHARED VOTING POWER

23,480,593

7. SOLE DISPOSITIVE POWER

- 0 -

- ## 8. SHARED DISPOSITIVE POWER

23,480,593

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7.4%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
CUSIP No.        Not applicable  
-----

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

Maria Pia Hirmas Said

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |    |  
(b) | X |
3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

5. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

- 0 -

- ## 6. SHARED VOTING POWER

23,480,593

7. SOLE DISPOSITIVE POWER

- 0 -

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12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
CUSIP No.        Not applicable  
-----

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

Paola Hirmas Said

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☐ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

- ## 5. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

- 0 -

- ## 6. SHARED VOTING POWER

23,480,593

7. SOLE DISPOSITIVE POWER

- 0 -

- ## 8. SHARED DISPOSITIVE POWER

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.4%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. Not applicable

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

Emilia Said de Hirmas

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

- ## 5. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

- 0 -

- ## 6. SHARED VOTING POWER

23,480,593

7. SOLE DISPOSITIVE POWER

- 0 -

- ## 8. SHARED DISPOSITIVE POWER

23,480,593

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7.4%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:  
 ----- Lan Airlines S.A. ("Lan Airlines")

Item 1(b). Address of Issuer's Principal Executive Offices:  
 ----- Avenida Americo Vespucio Sur 901, Comuna de Renca, Santiago, Chile

Item 2(a). Name of Persons Filing:  
 -----

This Statement is filed, pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by the persons listed below (the "Reporting Persons").

- (1) Tres Mares S.A.
- (2) Boris Hirmas Said
- (3) Maria Pia Hirmas Said
- (4) Paola Hirmas Said
- (5) Emilia Said de Hirmas

As of December 31, 2004, Boris Hirmas Said, Maria Pia Hirmas Said, Paola Hirmas Said and Emilia Said de Hirmas held their beneficial ownership interests in Lan Airlines through Tres Mares S.A., which is a shareholder of Lan Airlines.

Tres Mares S.A. is owned by Boris Hirmas Said, Maria Pia Hirmas Said, Paola Hirmas Said and Emilia Said de Hirmas.

Item 2(b). Address of Principal Office or, if None, Residence:  
 -----

- (1) Avenida Vitacura 5093, Oficina 504, Santiago, Chile.
- (2) Americo Vespucio Norte 520, Oficina 202, Las Condes, Santiago, Chile.
- (3) Americo Vespucio Norte 520, Oficina 202, Las Condes, Santiago, Chile.
- (4) Americo Vespucio Norte 520, Oficina 202, Las Condes, Santiago, Chile.
- (5) Americo Vespucio Norte 520, Oficina 202, Las Condes, Santiago, Chile.

Item 2(c). Citizenship or Place of Organization:  
 ----- See Item 4 on pages 2 through 6.

Item 2(d). Title of Class of Securities:  
 ----- Shares of Common Stock without par value.

Item 2(e). CUSIP Number:  
 ----- Not Applicable

Item 3. Not Applicable  
 -----

Item 4. Ownership:  
 -----

- (a) Amount beneficially owned:  
 See Item 9 on pages 2 through 6.
- (b) Percent of class:  
 See Item 11 on pages 2 through 6.
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
 See Item 5 on pages 2 through 6.
  - (ii) Shared power to vote or to direct the vote:  
 See Item 6 on pages 2 through 6.
  - (iii) Sole power to dispose or to direct the disposition of:  
 See Item 7 on pages 2 through 6.
  - (iv) Shared power to dispose or to direct the disposition of:  
 See Item 8 on pages 2 through 6.

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:  
-----  
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired  
-----  
the Security Being Reported on by the Parent Holding Company:  
Not Applicable

Item 8. Identification and Classification of Members of the Group:  
-----  
Not Applicable

Item 9. Notice of Dissolution of Group:  
-----  
Not Applicable

Item 10. Certification:  
-----  
Not Applicable

This filing amends the information previously filed by the Reporting  
Persons on Schedule 13G on March 5, 2003.



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.

TRES MARES S.A.

February 11, 2005

By: /s/ BORIS HIRMAS SAID  
-----  
Name: Boris Hirmas Said  
Title: Legal Representative

February 11, 2005

By: /s/ BORIS HIRMAS SAID  
-----  
Boris Hirmas Said

MARIA HIRMAS SAID

February 11, 2005

By: /s/ BORIS HIRMAS SAID  
-----  
Name: Boris Hirmas Said  
Title: Legal Representative

PAOLA HIRMAS SAID

February 11, 2005

By: /s/ BORIS HIRMAS SAID  
-----  
Name: Boris Hirmas Said  
Title: Legal Representative

EMILIA SAID DE HIRMAS

February 11, 2005

By: /s/ BORIS HIRMAS SAID  
-----  
Name: Boris Hirmas Said  
Title: Legal Representative

Index of Exhibits

Exhibit No.

Description

- | Exhibit No. | Description  |
|-------------|--|
| 1           | Joint Filing Agreement by and among Tres Mares S.A., Boris Hirmas Said, Maria Pia Hirmas Said, Paola Hirmas Said and Emilia Said de Hirmas.+ |
| 2           | Power of Attorney by Tres Mares S.A., Maria Pia Hirmas Said, Paola Hirmas Said and Emilia Said de Hirmas.                                    |

+ Incorporated by reference to the Schedule 13G for the Reporting Persons, File No. 005-50478, filed on March 5, 2003.

## POWER OF ATTORNEY

Tres Mares S.A., a sociedad anonima organized under the laws of the Republic of Chile, Maria Pia Hirmas Said, Paola Hirmas Said and Emilia Said de Hirmas (together the "Hirmas Group") each hereby appoint Boris Hirmas Said (the "Attorney-in-Fact") as legal representative to execute for and on behalf of the Hirmas Group, all Schedules 13G under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and relevant stock exchanges (individually, each a "Filing").

The undersigned acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13 of the Securities Exchange Act of 1934.

The powers hereby conferred upon the Attorney-in-Fact shall continue in force until notice of the revocation of this Power of Attorney has been received by the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed this Power of Attorney this 11th day of February 2005.

[Signature pages follow]

TRES MARES S.A.

February 11, 2005

By: /s/ BORIS HIRMAS SAID

-----  
Name: Boris Hirmas Said  
Title: Legal Representative

By: /s/ MARIA HIRMAS SAID

February 11, 2005

-----  
Maria Pia Hirmas Said

By: /s/ PAOLA HIRMAS SAID

February 11, 2005

-----  
Paola Hirmas Said

By: /s/ EMILIA SAID DE HIRMAS

February 11, 2005

-----  
Emilia Said de Hirmas