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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one):	X	Form 10-K			Form 20-F	[]	Form 10-Q		Form N-SAR	
For Period Ended: December 31, 2004											
				Transi	tion Report on	Form 10-	K				
				Transi	tion Report on	Form 20-	F				
				Transi	tion Report on	Form 11-	K				
					tion Report on						
					tion Report on		_	₹			
					-		·· ••	•			
For the Transition Period Ended:											
Read Instruction (on back page) Before Preparing Form. Please Print or Type.											
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.											
If the notification	on rela	ites to a portio	on of t	he filin	g checked abov	e, identify	y th	ne Item(s) to which t	the noti	fication relates:	
PART I - REGISTRANT INFORMATION											
BUTLER INTE	RNA	TIONAL INC	7								
Full Name of R		•	<u> </u>								
Former Name if	Appl	icable									
110.0											
110 Summit Av Address of Prin		Evacutiva Off	ina (6	440.04.04	d Marcalo an)						
Address of Pfili	страг	Executive Off	ice (S	ireei an	ia Number)						
Montvale, NJ (
City, State and	Zip Co	ode									
				.							
PART II - RU	JLES	5 12b25 (b)	AN	D (c)							
If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)											
(a) T	he re	ason described	l in re	asonah	le detail in Part	· III of this	s fo	rm could not be elir	minated	l without unreasonable	

X

effort or expense

- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K or Form NSAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail why forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant's auditors are still in the process of completing their audit of the Registrant's financial statements for the year ending December 31, 2004. Management and its independent auditors have been working diligently to complete the audit and anticipate that the Form 10-K will be filed within the time allowed by this extension.

PART IV - OTHER INFORMATION (1) Name and telephone number of person to contact in regard to this notification													
(1) Name and terephone number of person to conta	act in regard to this notification												
Lisa Meyer-Blachno	201	476	476-5441										
(Name)	(Area Code)	(Telephone Number)											
(2) Have all other periodic reports required under the Investment Company Act of 1940 during the p required to file such report(s) been filed? If answer	receding 12 months or for such shorter p				30 o								
		Yes	X	No									
will be reflected by the earnings statements to be in the state of the anticipated channel why a reasonable estimate of the results cannot be	ge, both narratively and quantitatively, a	Yes	□ oriate, sta	No ate the rea	<u>⊠</u> asons								
BUTI	LER INTERNATIONAL, INC.												
	Registrant as Specified in Charter)												
has caused this notification to be signed on its beh	alf by the undersigned hereunto duly au	thorized.											
Date: April 1, 2005	By: /s/ Edward M. Kopk	CO											
	Edward M. Kopko												
	Chairman of the Board of and Chief Executive Offi												
	By: /s/ Craig S. Tireman												
	Craig S. Tireman												
	Vice President and Contro	oller											

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C.1001).