

STERLING CONSTRUCTION CO INC  
Form S-8 POS  
May 13, 2009

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As filed with the Securities and Exchange Commission on May 13, 2009

Registration No. 333-88224

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

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

STERLING CONSTRUCTION COMPANY, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	25-1655321 (I.R.S. Employer Identification No.)
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20810 Fernbush Lane Houston, Texas (Address of principal executive offices)	77073 (Zip Code)
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Sterling Construction Company, Inc.  
1998 Stock Incentive Plan  
(Full title of the plan)  
Roger M. Barzun  
General Counsel  
20810 Fernbush Lane  
Houston, Texas 77073  
(Name and address of agent for service)  
(281) 821-9091

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

(Check one):

- Large accelerated filer  
 Accelerated filer  
 Non-accelerated filer (Do not check if a smaller reporting company)  
 Smaller reporting company
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Explanatory Note

Pursuant to a registration statement on Form S-8 (Registration No. 333-88224) Sterling Construction Company, Inc. (the "Company") registered 700,000 shares of its common stock, \$0.01 par value per share, issuable pursuant to its 1998 Stock Incentive Plan (the "Plan.")

All options granted under the Plan have either expired or been exercised, and no more stock options or stock grants will be made under the Plan. Pursuant to an undertaking made by the Company in the registration statement, the Company is filing this Post-Effective Amendment No. 1 for the purpose of removing from registration those shares of common stock not issued under the Plan.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas on May 13, 2009.

Sterling Construction Company, Inc.

By:/s/ Patrick T. Manning  
Patrick T. Manning  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/ s / P a t r i c k T . M a n n i n g Patrick T. Manning	Chairman of the Board of Directors; Chief Executive Officer (principal executive officer)	May 13, 2009
/ s / J o s e p h P . H a r p e r , Sr. Joseph P. Harper, Sr.	President & Chief Operating Officer; Director	May 13, 2009
/ s / J a m e s H . A l l e n , Jr. James H. Allen, Jr.	Senior Vice President & Chief Financial Officer; (principal accounting and principal financial officer)	May 13, 2009
/ s / M a a r t e n D . H e m s l e y Maarten D. Hemsley	Director	May 13, 2009
/ s / J o h n D . A b e r n a t h y John D. Abernathy	Director	May 13, 2009
/ s / R o b e r t W . F r i c k e l Robert W. Frickel	Director	May 13, 2009
/ s / D o n a l d P . F u s i l l i , Jr. Donald P. Fusilli, Jr.	Director	May 13, 2009
	Director	May 13, 2009

/ s / C h r i s t o p h e r H . B .  
Mills  
Christopher H. B. Mills

/ s / M i l t o n L .Director  
Scott  
Milton L. Scott

May 13, 2009

/ s / D a v i d R . A .Director  
Steadman  
David R. A. Steadman

May 13, 2009