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GILLETTE CO
Form S-8 POS
May 27, 2004

As filed with the Securities and Exchange Commission on May 27, 2004
Registration No. 333-59420

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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

THE GILLETTE COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	04-1366970
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

PRUDENTIAL TOWER BUILDING
BOSTON, MA 02199
(Address of principal executive offices, including zip code)

THE GILLETTE COMPANY 1971 STOCK OPTION PLAN
THE GILLETTE COMPANY 2004 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

WILLIAM J. MOSTYN III
SECRETARY - THE GILLETTE COMPANY
PRUDENTIAL TOWER BUILDING
BOSTON, MA 02199
(617) 421-7882

(Name, address and telephone number, including area code, of agent for service)

Please send copies of all communications to:
Mary E. Weber, Esq.

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Ropes & Gray LLP
One International Place
Boston, MA 02110
617-951-7000
617-951-7050 (facsimile)

EXPLANATORY NOTE

This post-effective amendment is being filed because shares remaining available under the 1971 Stock Option Plan (the "1971 Plan") of The Gillette Company (the "Registrant") as of May 20, 2004 may be awarded under the Registrant's 2004 Long-Term Incentive Plan (the "2004 Plan") and shares that are subject to outstanding awards granted under the Registrant's 1971 Plan that are forfeited or canceled in whole or in part on or after May 20, 2004 may also be awarded under the Registrant's 2004 Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the issuance of the Common Stock that was registered on Form S-8, Registration Number 333-59420, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, has been passed upon for the Registrant by William J. Mostyn III, Esq., Secretary and an officer of the Registrant. As of May 1, 2004, Mr. Mostyn beneficially owned 12,176 shares of the Registrant's common stock and held options to purchase 78,501 shares.

ITEM 8. EXHIBITS.

Exhibit

- 5.1 Opinion of William J. Mostyn III, Esq., Secretary of The Gillette Company, filed herewith.
- 24.1 Powers of Attorney, filed herewith (see signature page in Part II).

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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, The Commonwealth of Massachusetts, on this 24th day of May, 2004.

THE GILLETTE COMPANY

By: /s/ Charles W. Cramb, Jr.

Name: Charles W. Cramb, Jr.
Title: Senior Vice President and Chief Financial
Officer

POWER OF ATTORNEY

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We, the undersigned, hereby constitute Charles W. Cramb, Jr. our true and lawful attorney with full power to sign for us in our name and in the capacity indicated below, this Post-Effective Amendment and any and all amendments and supplements thereto, including post-effective amendments, pursuant to the Securities Act of 1933, hereby ratifying and confirming our signatures as they may be signed by our attorney, to said Post-Effective Amendment and to any and all amendments and supplements thereto, including post-effective amendments.

WITNESS Our Hand and Seal on the Date set forth below.

Signature	Title	
-----	-----	-----
/s/ James M. Kilts ----- JAMES M. KILTS	Chairman of the Board of Directors, President, Chief Executive Officer, and Director	May
/s/ Edward F. Degraan ----- EDWARD F. DEGRAAN	Vice Chairman of the Board of Directors and Director	May
/s/ Charles W. Cramb, Jr. ----- CHARLES W. CRAMB, JR.	Senior Vice President and Chief Financial Officer	May
/s/ Joseph J. Schena ----- JOSEPH J. SCHENA	Vice President, Controller and Principal Accounting Officer	May
/s/ Roger K. Deromedi ----- ROGER K. DEROMEDI	Director	May
/s/ Wilbur H. Gantz ----- WILBUR H. GANTZ	Director	May
/s/ Michael B. Gifford ----- MICHAEL B. GIFFORD	Director	May
/s/ Ray J. Groves ----- RAY J. GROVES	Director	May

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/s/ Dennis F. Hightower ----- DENNIS F. HIGHTOWER	Director	May
/s/ Herbert H. Jacobi ----- HERBERT H. JACOBI	Director	May
/s/ Nancy J. Karch ----- NANCY J. KARCH	Director	May
/s/ Fred H. Langhammer ----- FRED H. LANGHAMMER	Director	May
/s/ Jorge Paulo Lemann ----- JORGE PAULO LEMANN	Director	May
/s/ Marjorie M. Yang ----- MARJORIE M. YANG	Director	May

EXHIBIT INDEX

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