

NATIONAL GRID TRANSCO PLC  
Form S-8 POS  
August 07, 2003

As filed with the Securities and Exchange Commission on August 7, 2003

Registration No. 333-103768

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

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NATIONAL GRID TRANSCO PLC  
(formerly known as National Grid Group plc)

(Exact name of registrant as specified in its charter)

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England and Wales  
(Jurisdiction of incorporation or organization)

98-0367158  
(I.R.S. employer identification no.)

1-3 Strand, London WC2N 5EH, England  
(Address of principal executive offices)

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National Grid Executive Share Option Plan 2002  
National Grid Share Option Plan 2000  
National Grid Share Option Scheme

(Full title of the plans)

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Lawrence J. Reilly  
Senior Vice President and  
General Counsel  
National Grid USA  
25 Research Drive  
Westborough, MA 01582

John G. Cochrane  
Senior Vice President and  
Chief Financial Officer  
National Grid USA  
25 Research Drive  
Westborough, MA 01582

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(508) 389-2000

(508) 389-2000

(Names, addresses and telephone numbers of agents for service)

Copies to:

Helen Mahy  
Company Secretary  
National Grid Transco plc  
1-3 Strand  
London WC2N 5EH  
England

Kirk L. Ramsauer  
Deputy General Counsel  
National Grid USA  
25 Research Drive  
Westborough, MA 01582

This post-effective amendment no. 1 to registration statement on Form S-8, Registration No. 333-103768 (the "Registration Statement"), is being filed to deregister certain ordinary shares, with a par value per share of 10 pence, of National Grid Transco plc that were registered for issuance pursuant to awards granted under the National Grid Executive Share Option Plan 2002, National Grid Executive Share Option Plan 2000 and National Grid Executive Share Option Scheme (the "Plans"). The Registration Statement registered 100,000,000 ordinary shares issuable under the Plans and is hereby amended to deregister 93,000,000 ordinary shares issuable under the Plans.

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 no. 1 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, England, as of the 7th day of August, 2003.

NATIONAL GRID TRANSCO PLC

By: /s/ Roger Urwin  
Roger Urwin, Group Chief Executive

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 1 to registration statement has been signed by or on behalf of the following persons in the capacities and on the dates indicated.

Principal Executive Officer:

/s/ Roger Urwin  
Roger Urwin  
Group Chief Executive  
Date: August 7, 2003

Directors (a majority):

Edward Astle\*  
Group Director, Telecommunications

John Grant\*  
Non-executive Director

Kenneth Harvey\*

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Principal Financial Officer and  
Principal Accounting Officer:

/s/ Stephen Lucas

Stephen Lucas  
Group Finance Director  
Date: August 7, 2003

Authorized U.S. Representative  
of the registrant:

/s/ Lawrence J. Reilly

Lawrence J. Reilly  
General Counsel, National Grid USA  
Date: August 7, 2003

Non-executive Director

Steven Holliday\*  
Group Director, UK and Europe

Paul Joskow\*  
Non-executive Director

Stephen Lucas\*  
Group Finance Director

Sir John Parker\*  
Non-executive Director  
and Chairman

Stephen Pettit\*  
Non-executive Director

James Ross\*  
Non-executive Director and  
Deputy Chairman

Richard Sergel\*  
Group Director, North America

Roger Urwin\*  
Director and Group Chief Executive

John Wybrew\*  
Group Corporate Affairs Director

\* Helen Mahy, Group Company Secretary and the undersigned attorney-in-fact, by signing her name hereto, does execute this registration statement on behalf of the above-named Directors as of the 7th day of August, 2003, pursuant to powers of attorney previously filed with the Securities and Exchange Commission as Exhibit 24 to the registration statement on Form S-8 (no. 333-103768).

/s/ Helen Mahy  
Attorney-in-Fact