

Edgar Filing: COOPER INDUSTRIES INC - Form S-8 POS

COOPER INDUSTRIES INC  
Form S-8 POS  
July 11, 2001

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As filed with the Securities and Exchange Commission on July 11, 2001

Registration No.333-51441

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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COOPER INDUSTRIES, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

OHIO  
(State or other jurisdiction of  
incorporation or organization)

31-4156620  
(I.R.S. Employer  
Identification No)

600 Travis, Suite 5800  
Houston, Texas  
(Address of principal executive offices)

77002  
(Zip Code)

COOPER INDUSTRIES, INC.  
AMENDED AND RESTATED  
MANAGEMENT ANNUAL INCENTIVE PLAN

-----

Diane K. Schumacher  
Senior Vice President,  
General Counsel and Secretary  
600 Travis, Suite 5800  
Houston, Texas 77002  
(Name and address of agent for service)  
(713) 209-8400  
(Telephone number of agent for service)

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PART II

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INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Number -----	Description -----
4.1	Cooper Industries, Inc. Amended and Restated Management Annual Incentive Plan (incorporated by reference to Appendix C to Cooper's proxy statement for the Annual Meeting of Shareholders held on April 24, 2001)
*5.1	Opinion of Diane K. Schumacher as to legality of securities being issued
*23.1	Consent of Diane K. Schumacher (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Auditors
24.1	Powers of Attorney from members of Cooper Industries, Inc.'s Board of Directors

\* Previously Filed.

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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, State of Texas, on July 11, 2001.

COOPER INDUSTRIES, INC.

By /s/ H. John Riley, Jr.

-----  
H. John Riley, Jr.  
Chairman of the Board, President  
and Chief Executive Officer

/s/ H. John Riley, Jr.

-----  
H. John Riley, Jr.

Director, Chairman of the Board,  
President and Chief Executive Officer

July 11,

/s/ D. Bradley McWilliams

-----  
D. Bradley McWilliams

Senior Vice President and Chief  
Financial Officer

July 11,

Vice President and Controller and

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/s/ Jeffrey B. Levos ----- Jeffrey B. Levos	Chief Accounting Officer	July 11,
*s/ Warren L. Batts ----- Warren L. Batts	Director	July 11,
*s/ Robert M. Devlin ----- Robert M. Devlin	Director	July 11,
*s/ Clifford J. Grum ----- Clifford J. Grum	Director	July 11,
*s/ Linda A. Hill ----- Linda A. Hill	Director	July 11,

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*s/ John D. Ong ----- John D. Ong	Director	July 11,
*s/ Sir Ralph H. Robins ----- Sir Ralph H. Robins	Director	July 11,
*s/ H. Lee Scott ----- H. Lee Scott	Director	July 11,
*s/ Dan F. Smith ----- Dan F. Smith	Director	July 11,
*s/ Gerald B. Smith ----- Gerald B. Smith	Director	July 11,
*s/ James R. Wilson ----- James R. Wilson	Director	July 11,

\* by: /s/ Diane K. Schumacher  
-----  
Diane K. Schumacher

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Pursuant to Powers of  
Attorney filed as  
Exhibit 24.1

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INDEX TO EXHIBITS

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