

STANTEC INC  
Form S-8 POS  
May 18, 2007  
Registration No. 333-128626

**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**

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**STANTEC INC.**

(Exact name of registrant as specified in its charter)

**Canada**

(State or other jurisdiction  
of organization)

**Not Applicable**

(I.R.S. Employer  
Identification No.)

**10160 112 Street**

**Edmonton, Alberta, Canada T5K 2L6**

(Address of principal executive offices)

**STANTEC INC.**

**EMPLOYEE SHARE OPTION PLAN**

(Full title of the Plan)

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**Stantec Consulting Inc.**

**19 Technology Drive, Irvine CA 92618-2334**

**(949) 923-6000**

(Name and address of agent for service)

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**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

The registrant filed a Registration Statement on Form S-8 (Registration No. 333-128626) filed with the Securities and Exchange Commission (the SEC ) on September 27, 2005. The registrant is filing this Post-Effective Amendment No. 1 (the Post-Effective Amendment ) to the Registration Statement to remove from registration 76,172 common shares of the registrant remaining unsold by the registrant pursuant to the Registration Statement as of the date of the filing of the Post-Effective Amendment.

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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 Edmonton, Alberta, Country of Canada, on this 18th day of May, 2007.

**STANTEC INC.**

By: /s/ Jeffrey S. Lloyd  
Name: Jeffrey S. Lloyd  
Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by or on behalf of the following persons in the capacities indicated on May 18, 2007.

Signature

Title

\*  
Anthony P. Franceschini  
President and Chief Executive Officer, and  
Director (Principal Executive Officer)

\*  
Donald W. Wilson  
Senior Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

\*  
Robert J. Bradshaw  
Director

\*  
William D. Grace  
Director

\*  
Susan E. Hartman  
Director

\*  
Ronald Triffo  
Chairman of the Board and Director

By: /s/ Jeffrey S. Lloyd  
Jeffrey S. Lloyd, as  
Attorney-in-Fact