

PENGROWTH ENERGY TRUST

Form 40-F/A

August 02, 2006

**U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 40-F/A
AMENDMENT NO. 1**

- REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934.**
- ANNUAL REPORT PURSUANT TO SECTION 13(a) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: **December 31, 2005**

Commission File Number: **1-31253**

PENGROWTH ENERGY TRUST

(Exact name of Registrant as specified in its charter)

Alberta, Canada

(Province or other jurisdiction of incorporation or organization)

1311

(Primary Standard Industrial Classification Code Number)

None

(I.R.S. Employer Identification Number)

**Suite 2900, 240 4 Avenue S.W.
Calgary, Alberta Canada T2P 4H4
(403) 233-0224**

(Address and telephone number of Registrant's principal executive offices)

**Vinson & Elkins L.L.P.
2300 First City Tower, 1001 Fannin
Houston, Texas 77002-6760
(713) 758-2222**

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Trust Units

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

For Annual Reports indicate by check mark the information filed with this Form:

Annual information form

Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

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There were 77,524,673 Class A Trust Units, of no par value, outstanding as of December 31, 2005. On July 27, 2006 the Class A Trust Units were converted into Trust Units (with the exception of Class A Trust Units held by residents of Canada who elected to retain their Class A Trust Units).

Indicate by check mark whether the Registrant filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, please indicate the filing number assigned to the Registrant in connection with such Rule.

Yes

No

Indicate by check mark whether the Registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to filing requirements for the past 90 days.

Yes

No

This Annual Report on Form 40-F/A shall be incorporated by reference into or as an exhibit to, as applicable, the Registrant's Registration Statement on Form F-10 (File No. 333-134527).

EXPLANATORY NOTE

This Amendment No. 1 (this Amendment) to the Annual Report on Form 40-F filed on March 31, 2006 (the Original Filing) of Pengrowth Energy Trust (Pengrowth) for the fiscal year ended December 31, 2005, is being filed for the purpose of (1) amending the auditors report to include the name and signature of the chartered accountants who prepared the report; and (2) to amend the certifications of the Chief Executive Officer and Chief Financial Officer of Pengrowth. The amended auditors report is included as Appendix G to this Amendment. The amended certifications of the Chief Executive Officer and Chief Financial Officer of Pengrowth are included as exhibits 31.1 and 31.2 to this Amendment and are currently dated.

Other than as expressly set forth above, this Form 40-F/A does not, and does not purport to, update or restate the information in any Item of the Original Filing or reflect any events that have occurred after the Original Filing was filed. The filing of this Amendment shall not be deemed an admission that the Original Filing, when made, included any known, untrue statement of material fact or knowingly omitted to state a material fact necessary to make a statement not misleading.

DOCUMENTS FILED AS PART OF THIS ANNUAL REPORT

The following documents have been filed as part of this Amendment on Form 40-F:

Appendix	Documents
A*	Pengrowth Energy Trust Annual Information Form for the year ended December 31, 2005.
B*	Management's Discussion and Analysis (included on pages 54 through 80 of the Pengrowth Energy Trust 2005 Annual Report).
C*	Consolidated Financial Statements of Pengrowth Energy Trust, including note 20 thereof which includes a reconciliation of the Consolidated Financial Statements to United States generally accepted accounting principles.
D*	Five Year Review Pengrowth Energy Trust Consolidated Financial Results (included on pages 115 through 119 of the Pengrowth Energy Trust 2005 Annual Report).
E*	Corporate Governance (included on pages 48 through 53 of the Pengrowth Energy Trust 2005 Annual Report).
F*	Oil and Gas Producing Activities Prepared in Accordance with SFAS No. 69 Disclosures about Oil and Gas Producing Activities .
G	Auditors Report.

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing this Amendment on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 2, 2006

PENGROWTH ENERGY TRUST
by its Administrator
PENGROWTH CORPORATION

By: /s/ James S. Kinnear
James S. Kinnear
Chairman, President and
Chief Executive Officer

APPENDIX G

Auditors Report

TO THE UNITHOLDERS OF PENGROWTH ENERGY TRUST

We have audited the consolidated balance sheets of Pengrowth Energy Trust as at December 31, 2005 and 2004 and the consolidated statements of income and deficit and cash flow for the years then ended. These financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Trust as at December 31, 2005 and 2004 and the results of its operations and its cash flow for the years then ended in accordance with Canadian generally accepted accounting principles.

(signed) KPMG LLP

Chartered Accountants

Calgary, Canada

February 27, 2006

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