

LEVEL 3 COMMUNICATIONS INC

FORM S-8 POS

(Post-Effective Amendment to an S-8 filing)

Filed 09/10/97

Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, CO 80021
Telephone	7208881000
CIK	0000794323
Symbol	LVLT
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

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Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, Colorado 80021
Telephone	720-888-1000
CIK	0000794323
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

FORM S-8
POST-EFFECTIVE AMENDMENT NO. 1

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

PETER KIEWIT SONS', INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

1000 Kiewit Plaza
Omaha, Nebraska
(Address of principal
executive offices)

Identification No.)

(I.R.S. Employer

47-0210602

68131
(Zip code)

PETER KIEWIT SONS', INC.
EMPLOYEE OWNERSHIP PLAN
(Full title of the plan)

Kenneth D. Gaskins, Esq.
Peter Kiewit Sons', Inc.
1000 Kiewit Plaza
Omaha, Nebraska 68131
(402) 342-2052

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

Calculation of Registration Fee

Title of Securities to be Registered	Amount	Proposed Maximum to be Registered	Proposed Offering Price Per Share	Maximum Offering Price	Amount of Registration Fee
Class D Diversified Group Convertible Exchangeable Common Stock, par value \$.0625 per share		1,750,000 shares	54.25	\$94,937,500	\$28,769
1997 Series Convertible Debentures due October 31, 2007	\$10,000,000	1.025%	\$10,250,000	\$ 3,106	
Total					\$31,875

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies it has caused this Post-Effective Amendment No. 1 to the registration statement filed via EDGAR on September 2, 1997 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska on the 10th day of September, 1997.

PETER KIEWIT SONS', INC.

By: /s/ Walter Scott, Jr.
Walter Scott, Jr.
President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 10th day of September, 1997.

/s/ Walter Scott, Jr.
Walter Scott, Jr.

Chairman of the Board and President
(principal executive officer)

/s/ Eric J. Mortensen
Eric J. Mortensen

Controller
(principal financial and accounting officer)

/s/ Richard W. Colf
Richard W. Colf, Director

/s/ Charles M. Harper
Charles M. Harper, Director

/s/ James Q. Crowe
James Q. Crowe, Director

/s/ Richard R. Jaros
Richard R. Jaros, Director

/s/ Robert B. Daugherty
Robert B. Daugherty, Director

/s/ Tait P. Johnson
Tait P. Johnson, Director

/s/ Richard Geary
Richard Geary, Director

/s/ Peter Kiewit, Jr.
Peter Kiewit, Jr., Director

/s/ Bruce E. Grewcock
Bruce E. Grewcock, Director

/s/ Allan K. Kirkwood
Allan K. Kirkwood, Director

/s/ William L. Grewcock
William L. Grewcock, Director

/s/ Kenneth E. Stinson
Kenneth E. Stinson, Director

/s/ George B. Toll, Jr.

George B. Toll, Jr., Director

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