

UNITED DEFENSE INDUSTRIES INC
Form S-8 POS
June 24, 2005

As Filed with the Securities and Exchange Commission on **June 24, 2005**
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (Registration No. 333-114531)

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

UNITED DEFENSE INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Delaware **52-2059782**
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

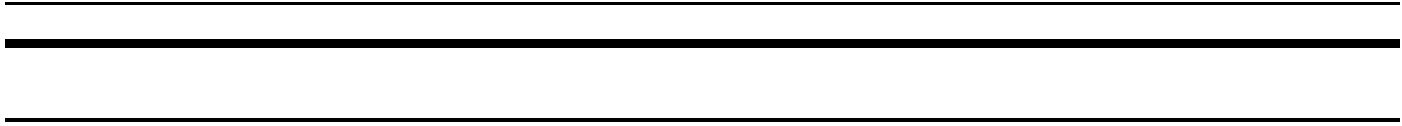
1525 Wilson Boulevard, Suite 700,
Arlington, Virginia, 22209-2411
(Address of Principal Executive Offices)

Incentive Award Plan of United Defense Industries, Inc.
(Full title of the plan)

Thomas W. Rabaut
President and Chief Executive Officer
United Defense Industries, Inc.
1525 Wilson Boulevard, Suite 700,
Arlington, Virginia, 22209-2411
(703) 312-6100
(Name, address and telephone number, including area code, of agent for service)

Copy to:
Sheila C. Cheston
Senior Vice President, General Counsel and Secretary

BAE Systems, Inc.
1601 Research Boulevard
Rockville, Maryland 20850
(301) 838-6000



Deregistration of Securities

Pursuant to Rule 478(a)(4) under the Securities Act of 1933, as amended, United Defense Industries, Inc. (the "Company") hereby withdraws from registration under this Post-Effective Amendment No. 1 any and all shares of Common Stock, par value \$0.01 per share, of the Company ("Common Stock"), originally registered under the Registration Statement on Form S-8 (File No. 333-114531) which have not been issued. In connection with the merger of the Company with Ute Acquisition Company Inc., a wholly owned subsidiary of BAE Systems, Inc. (formally known as BAE SYSTEMS North America Inc.), the amended and restated United Defense Stock Option Plan in the form of the Incentive Award Plan of United Defense Industries, Inc. pursuant to which the shares would have been issued, has been amended so that no additional shares of Company Common Stock may be issued or sold under such plan.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 its Registration Statement on Form S-8 (File No. 333-114531) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

UNITED DEFENSE INDUSTRIES, INC.

By: /s/ Thomas W. Rabaut

Name: Thomas W. Rabaut
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-114531) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Thomas W. Rabaut Name: Thomas W. Rabaut	President and Chief Executive Officer (Principal Executive Officer)	June 24, 2005
/s/ Francis Raborn Name: Francis Raborn	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005

/s/ Mark H. Ronald
Name: Mark H. Ronald

Director

June 24, 2005

/s/ Sheila C. Cheston
Name: Sheila C. Cheston

Director

June 24, 2005