

WISCONSIN ENERGY CORP
Form S-8 POS
August 19, 2009

As filed with the Securities and Exchange Commission on August 19, 2009.

Registration No. 333-35800

**UNITED STATES
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
WISCONSIN ENERGY CORPORATION
(Exact name of registrant as specified in its charter)**

WISCONSIN
*(State or other jurisdiction of
incorporation or organization)*

39-1391525
*(I.R.S. Employer
Identification Number)*

**231 West Michigan Street
P.O. Box 1331
Milwaukee, Wisconsin**
(Address of Principal Executive Offices)

53201
(Zip Code)

**Wisconsin Gas Company Local
No. 7-0018 Savings Plan**

**Wisconsin Gas Company
Employees Savings Plan**

**Hypro Corporation 401(k) and
Profit
Sharing Plan**

**Wisconsin Gas Company Local
7-0018-1 Savings Plan**

**Sta-Rite Industries Incentive
Savings
Plan**

**SHURflo 401(k) Profit Sharing
Plan**

(Full title of the plans)
**Jeffrey West
Vice President and Treasurer
231 West Michigan Street
P.O. Box 1331
Milwaukee, Wisconsin 53201**
(Name, address and telephone number, including area code, of agent for service)

Copy to:
**John T. W. Mercer
Mercer Thompson LLC
191 Peachtree Street, N.E.
Suite 3265
Atlanta, Georgia 30303
(404) 577-4201**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated
filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting
company

EXPLANTORY NOTE

Wisconsin Energy Corporation (WEC) filed a Registration Statement on Form S-8 on April 27, 2000 (Registration No. 333-35800) (the Registration Statement) to register 2,000,000 shares of WEC s common stock, par value \$.01 per share (along with an indeterminate amount of plan interests), for issuance pursuant to the (i) Wisconsin Gas Company Local No. 7-0018 Savings Plan; (ii) Wisconsin Gas Company Local 7-0018-1 Savings Plan; (iii) Wisconsin Gas Company Employees Savings Plan (collectively with the plans listed in (i) and (ii) above, the Wisconsin Gas Plans); (iv) Hypro Corporation 401(k) and Profit Sharing Plan; (v) Sta-Rite Industries Incentive Savings Plan; and (vi) SHURflo 401(k) Profit Sharing Plan (collectively with the plans listed in (iv) and (v) above, the Manufacturing Plans). The Wisconsin Gas Plans have been previously combined with the Wisconsin Energy Corporation Employee Retirement Savings Plan. In addition, WEC has previously disposed of the businesses related to the Manufacturing Plans and such disposition included the transfer of the Manufacturing Plans.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister and remove all of the previously registered shares of common stock of WEC that remain unsold under the Registration Statement as of the date hereof.

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on August 19, 2009.

WISCONSIN ENERGY CORPORATION

By /s/ Gale E. Klappa
Gale E. Klappa, Chairman of the Board,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ Gale E. Klappa August 19, 2009

Gale E. Klappa, Chairman of the Board, President and
Chief
Executive Officer and Director Principal Executive
Officer

/s/ Allen L. Leverett August 19, 2009

Allen L. Leverett, Executive Vice President and Chief
Financial Officer Principal Financial Officer

/s/ Stephen P. Dickson August 19, 2009

Stephen P. Dickson, Vice President and
Controller Principal Accounting Officer

/s/ John F. Bergstrom August 19, 2009

John F. Bergstrom, Director

/s/ Barbara L. Bowles August 19, 2009

Barbara L. Bowles, Director

/s/ Patricia W. Chadwick August 19, 2009

Patricia W. Chadwick, Director

/s/ Robert A. Cornog August 19, 2009

Robert A. Cornog, Director

/s/ Curt S. Culver August 19, 2009

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Curt S. Culver, Director

/s/ Thomas J. Fischer

August 19, 2009

Thomas J. Fischer, Director

/s/ Ulice Payne, Jr.

August 19, 2009

Ulice Payne, Jr., Director

/s/ Frederick P. Stratton, Jr.

August 19, 2009

Frederick P. Stratton, Jr., Director