

EQUITABLE RESOURCES INC /PA/  
Form S-8 POS  
July 01, 2008

As filed with the Securities and Exchange Commission on July 1, 2008

Registration No. 033-10508

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Post-Effective Amendment

No. 2 to

## FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

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## EQUITABLE RESOURCES, INC.

(Exact name of Registrant as Specified in its Charter)

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

**25-0464690**  
(I.R.S. Employer  
Identification No.)

225 North Shore Drive

**Pittsburgh, PA 15212-5861**

(Address, including zip code, of registrant's principal executive offices)

**EQUITABLE RESOURCES, INC. KEY EMPLOYEE RESTRICTED STOCK OPTION AND STOCK APPRECIATION RIGHTS INCENTIVE COMPENSATION PLAN**

(Full Title of the Plan)

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**Lewis B. Gardner**

**Vice President and General Counsel**

**225 North Shore Drive**

**Pittsburgh, PA 15212**

**412-553-7760**

(Name and address, including zip code and telephone number,

including area code, of agent for service)

**Copy to:**

**Jeffrey G. Aromatorio, Esquire**

**Reed Smith LLP**

**435 Sixth Avenue**

**Pittsburgh, PA 15219**

**412-288-3364**

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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

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**DEREGISTRATION OF SECURITIES**

**This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (File No. 033-10508) is being filed with the Securities and Exchange Commission to terminate the offering and to remove from registration the shares of common stock that were registered but which remain unsold as of the date of this amendment.**

**SIGNATURE**

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. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on the 30<sup>th</sup> day of June, 2008.

Equitable Resources, Inc.

By: */s/ Philip P. Conti*  
Philip P. Conti  
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities indicated on the 30<sup>th</sup> day of June, 2008.

Name	Title
<i>/s/ Murry S. Gerber</i> Murry S. Gerber	Chairman and Chief Executive Officer (Principal Executive Officer)
<i>/s/ Philip P. Conti</i> Philip P. Conti	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<i>/s/ Theresa Z. Bone</i> Theresa Z. Bone	Vice President and Corporate Controller (Principal Accounting Officer)
* Vicky A. Bailey	Director
* Phyllis A. Domm	Director
* Barbara S. Jeremiah	Director
* George L. Miles, Jr.	Director

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/s/ David L. Porges  
David L. Porges

President, Chief Operating Officer and  
Director

\*  
James E. Rohr

Director

\*  
David S. Shapira

Director

\*  
Lee T. Todd, Jr.

Director

\*  
James W. Whalen

Director

\* By:                    /s/ Philip P. Conti  
Philip P. Conti  
Attorney-in-Fact