

ATRION CORP  
Form S-8 POS  
December 17, 2010

As filed with the Securities and Exchange Commission on December 17, 2010

Registration No. 333-56511

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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Atrion Corporation  
(Exact name of Registrant, as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

63-0821819  
(I.R.S. Employer  
Identification No.)

One Allentown Parkway

Allen, Texas 75002  
(Address of principal executive offices)

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Atrion Corporation  
1998 Outside Directors Stock Option Plan  
(Full title of the plan)

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Emile A. Battat  
Chairman of the Board and Chief Executive  
Officer  
One Allentown Parkway  
Allen, Texas 75002  
(972) 390-9800  
(Name, address and telephone number,  
including area  
code, of agent for service)

(With a copy to:)  
B.G. Minisman, Jr.  
Baker, Donelson, Bearman, Caldwell  
& Berkowitz, P.C.  
Suite 1600  
420 20th Street North  
Birmingham, Alabama 35203

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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

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reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

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

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DEREGISTRATION OF SECURITIES

Atrion Corporation (the "Registrant") is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-56511), filed by the Registrant on June 10, 1998 (the "Registration Statement"), pursuant to which the Registrant registered 270,000 shares of common stock ("Common Stock") for issuance under the Registrant's 1998 Outside Directors Stock Option Plan (the "1998 Plan").

In 1999, the Board of Directors of the Registrant amended the 1998 Plan to provide that no additional options would be granted thereunder after February 1, 1999, and all options to purchase Common Stock pursuant to the 1998 Plan either have been exercised or have expired. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold, the Registrant is filing this Post-Effective Amendment No. 1 to Registration Statement to deregister all the shares of Common Stock covered by the Registration Statement that remain unissued as of the date of this filing.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allen, State of Texas, on this the 14th day of December, 2010.

ATRION CORPORATION

By: /s/ Jeffery Strickland  
 Its: Vice President and Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Emile A. Battat and Jeffery Strickland, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to the Registrant's Registration Statement on Form S-8 (File No. 333-56511), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

| Name   | Title  | Date              |
|--|--|-------------------|
| /s/ Emile Battat<br>Emile A. Battat            | Chairman of the Board<br>and Chief Executive Officer               | December 14, 2010 |
| /s/ Jeffery Strickland<br>Jeffery Strickland   | Vice President, Chief Financial<br>Officer and Secretary-Treasurer | December 14, 2010 |
| /s/ Hugh J. Morgan, Jr.<br>Hugh J. Morgan, Jr. | Director   | December 14, 2010 |
| /s/ Roger Stebbing<br>Roger F. Stebbing        | Director   | December 14, 2010 |
| /s/ John P. Stupp, Jr.<br>John P. Stupp, Jr.   | Director   | December 14, 2010 |
| /s/ Ronald Spaulding<br>Ronald N. Spaulding    | Director   | December 14, 2010 |

