

Edgar Filing: PUBLIC SERVICE CO OF NEW MEXICO - Form S-8 POS

PUBLIC SERVICE CO OF NEW MEXICO
Form S-8 POS
December 16, 2002

As filed with the Securities and Exchange Commission on December 16, 2002
Registration No. 333-73648

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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

PUBLIC SERVICE COMPANY OF NEW MEXICO
(Exact name of Registrant as specified in its charter)

New Mexico
(State or other jurisdiction
incorporation or organization)

85-0019030
(I.R.S. Employer
Identification No.)

Alvarado Square
Albuquerque, New Mexico 87158
(505) 241-2700
(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

First Restated and Amended Public Service Company of New Mexico
Executive Savings Plan
(Full title of the Plans)

Max Maerki
Senior Vice President and Chief Financial Officer
Public Service Company of New Mexico
Alvarado Square
Albuquerque, New Mexico 87158
(505) 241-2700

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

With Copies To:

C.L. Moore
Keleher & McLeod, P.A.
414 Silver Avenue, S.W.
Albuquerque, New Mexico 87103

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DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement

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(the "Registration Statement") on Form S-8 (Registration No. 333-73648) filed on November 19, 2001 by the Public Service Company of New Mexico, a New Mexico corporation ("PNM") to register (a) unsecured obligations of PNM to pay deferred compensation in the future in accordance with the First Restated and Amended Public Service Company of New Mexico Executive Savings Plan (the "Plan") and (b) 25,000 shares of the common stock of PNM issuable pursuant to the Plan.

On December 31, 2001, the Public Service Company of New Mexico, a New Mexico corporation ("PNM"), adopted a holding company form of organizational structure. The holding company reorganization was effected pursuant to the Agreement and Plan of Share Exchange between PNM and PNM Resources, Inc., a New Mexico corporation formerly known as Manzano Corporation ("PNM Resources"). This agreement provided for, among other things, a share exchange pursuant to which all shares of PNM common stock were exchanged on a one-for-one basis for shares of common stock of PNM Resources (the "Share Exchange"). The stockholders of PNM approved the Share Exchange on June 6, 2000, and the Share Exchange was consummated on December 31, 2001. As a result of the Share Exchange, PNM became a wholly-owned subsidiary of PNM Resources.

This Post-Effective Amendment is being filed as a result of the Share Exchange and the subsequent adoption of the Plan by PNM Resources. Subsequent to the Share Exchange, Plan participants who elect to receive shares of stock in settlement of accounts invested in the hypothetical company stock fund will receive shares of PNM Resources common stock, rather than shares of PNM common stock. Similarly, following the Share Exchange, the performance of PNM Resources common stock is used to determine earnings and losses on the portion of Plan accounts invested in the hypothetical company stock fund. On November 27, 2002, PNM Resources adopted the Plan, was substituted for PNM as the Plan's sponsor, and assumed the unsecured obligations to pay deferred compensation to Plan participants.

In accordance with an undertaking made by PNM in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, PNM hereby removes from registration the following registered but unsold securities: (i) the unsecured obligations to pay deferred compensation in the future to in accordance with the Plan and (ii) 25,000 shares of PNM common stock.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Albuquerque, State of New Mexico, on December 16, 2002.

PUBLIC SERVICE COMPANY OF NEW MEXICO

By: /s/ J.E. Sterba

J. E. Sterba, Chairman, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in their capacities and on the dates indicated.

Signature

Capacity

Date

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----- /s/ J. E. Sterba ----- J. E. Sterba	----- Chairman, President and Chief Executive Officer (Principal Executive Officer); Director	----- December 16, 2002
----- /s/ M. H. Maerki ----- M. H. Maerki	----- Senior Vice President and Chief Financial Officer (Principal Financial Officer); Director	----- December 16, 2002
----- /s/ J. R. Loyack ----- J. R. Loyack	----- Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	----- December 16, 2002
----- /s/ A. A. Cobb ----- A. A. Cobb	----- Director	----- December 16, 2002
----- /s/ R. J. Flynn ----- R. J. Flynn	----- Director	----- December 16, 2002
----- /s/ E. Padilla, Jr. ----- E. Padilla, Jr.	----- Director	----- December 16, 2002
----- /s/ W. J. Real ----- W. J. Real	----- Director	----- December 16, 2002