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GILLETTE CO  
Form S-8 POS  
May 27, 2004

As filed with the Securities and Exchange Commission on May 27, 2004  
Registration No. 333-25533

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UNITED STATES  
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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THE GILLETTE COMPANY  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

04-1366970  
(I.R.S. Employer  
Identification No.)

PRUDENTIAL TOWER BUILDING  
BOSTON, MA 02199  
(Address of principal executive offices, including zip code)

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THE GILLETTE COMPANY 1971 STOCK OPTION PLAN  
THE GILLETTE COMPANY 2004 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

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WILLIAM J. MOSTYN III  
SECRETARY - THE GILLETTE COMPANY  
PRUDENTIAL TOWER BUILDING  
BOSTON, MA 02199  
(617) 421-7882

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

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Please send copies of all communications to:  
Mary E. Weber, Esq.

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Ropes & Gray LLP  
One International Place  
Boston, MA 02110  
617-951-7000  
617-951-7050 (facsimile)

EXPLANATORY NOTE

This post-effective amendment is being filed because shares that are subject to outstanding awards granted under the 1971 Stock Option Plan of The Gillette Company (the "Registrant") that are forfeited or canceled in whole or in part on or after May 20, 2004 may also be awarded under the Registrant's 2004 Long-Term Incentive Plan.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the issuance of the Common Stock that was registered on Form S-8, Registration Number 333-25533, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, has been passed upon for the Registrant by William J. Mostyn III, Esq., Secretary and an officer of the Registrant. As of May 1, 2004, Mr. Mostyn beneficially owned 12,176 shares of the Registrant's common stock and held options to purchase 78,501 shares.

ITEM 8. EXHIBITS.

Exhibit

- 5.1 Opinion of William J. Mostyn III, Esq., Secretary of The Gillette Company, filed herewith.
- 24.1 Powers of Attorney, filed herewith (see signature page in Part II).

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 Boston, The Commonwealth of Massachusetts, on this 24th day of May, 2004.

THE GILLETTE COMPANY

By: /s/ Charles W. Cramb, Jr.

-----  
Name: Charles W. Cramb, Jr.  
Title: Senior Vice President and  
Chief Financial Officer

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POWER OF ATTORNEY

We, the undersigned, hereby constitute Charles W. Cramb, Jr. our true and lawful attorney with full power to sign for us in our name and in the capacity indicated below, this Post-Effective Amendment and any and all amendments and supplements thereto, including post-effective amendments, pursuant to the Securities Act of 1933, hereby ratifying and confirming our signatures as they may be signed by our attorney, to said Post-Effective Amendment and to any and all amendments and supplements thereto, including post-effective amendments.

WITNESS Our Hand and Seal on the Date set forth below.

| Signature  | Title   |     |
|--|---|-----|
| -----<br>/s/ James M. Kilts<br>-----<br>JAMES M. KILTS               | Chairman of the Board of Directors, President,<br>Chief Executive Officer, and Director | May |
| -----<br>/s/ Edward F. Degraan<br>-----<br>EDWARD F. DEGRAAN         | Vice Chairman of the Board of Directors and<br>Director                                 | May |
| -----<br>/s/ Charles W. Cramb, Jr.<br>-----<br>CHARLES W. CRAMB, JR. | Senior Vice President and Chief Financial Officer                                       | May |
| -----<br>/s/ Joseph J. Schena<br>-----<br>JOSEPH J. SCHENA           | Vice President, Controller and Principal<br>Accounting Officer                          | May |
| -----<br>/s/ Roger K. Deromedi<br>-----<br>ROGER K. DEROMEDI         | Director  | May |
| -----<br>/s/ Wilbur H. Gantz<br>-----<br>WILBUR H. GANTZ             | Director  | May |
| -----<br>/s/ Michael B. Gifford<br>-----<br>MICHAEL B. GIFFORD       | Director  | May |
| -----<br>/s/ Ray J. Groves<br>-----                                  |   |     |

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|   |          |     |
|---|----------|-----|
| -----<br>RAY J. GROVES                                      | Director | May |
| <br>/s/ Dennis F. Hightower<br>-----<br>DENNIS F. HIGHTOWER | Director | May |
| <br>/s/ Herbert H. Jacobi<br>-----<br>HERBERT H. JACOBI     | Director | May |
| <br>/s/ Nancy J. Karch<br>-----<br>NANCY J. KARCH           | Director | May |
| <br>/s/ Fred H. Langhammer<br>-----<br>FRED H. LANGHAMMER   | Director | May |
| <br>/s/ Jorge Paulo Lemann<br>-----<br>JORGE PAULO LEMANN   | Director | May |
| <br>/s/ Marjorie M. Yang<br>-----<br>MARJORIE M. YANG       | Director | May |

EXHIBIT INDEX

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