

MDU RESOURCES GROUP INC  
Form S-8 POS  
December 16, 2011

As filed with the Securities and Exchange Commission on December 16, 2011  
Registration No. 333-112035

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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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MDU RESOURCES GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware 41-0423660  
(State or other (I.R.S.  
jurisdiction of Employer  
incorporation Identification  
or Number)  
organization)

1200 West Century Avenue  
P.O. Box 5650  
Bismarck, North Dakota 58506-5650  
(Address of principal executive offices, including zip code)

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MDU RESOURCES GROUP, INC.  
1998 OPTION AWARD PROGRAM  
(Full title of the plan)

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Terry D. Hildestad  
President and Chief Executive  
Officer  
MDU Resources Group, Inc.  
1200 West Century Avenue

Doran N. Schwartz  
Vice President and Chief Financial  
Officer  
MDU Resources Group, Inc.  
1200 West Century Avenue

Elizabeth W. Powers, Esq.  
Dewey & LeBoeuf LLP  
1301 Avenue of the Americas  
New York, New York 10019  
(212) 259-8000

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Bismarck, North Dakota  
58506-5650  
(701) 530-1000

Bismarck, North Dakota 58506-5650  
(701) 530-1000

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

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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. (Check one):

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

DEREGISTRATION OF SECURITIES

MDU Resources Group, Inc. filed a registration statement on Form S-8, Registration No. 333-112035, with the Securities and Exchange Commission on January 21 2004, to register 1,500,000 shares of common stock, par value \$1.00 per share, to be issued from time to time upon the exercise of stock options granted pursuant to the 1998 Option Award Program. No stock options are outstanding, and the board of directors of the company terminated the plan effective November 17, 2011. The company is filing this post-effective amendment to remove from registration 1,037,923 shares of common stock that remain unsold at the date hereof, after giving effect to a stock split that occurred on July 26, 2006.

POWER OF ATTORNEY

Each director and/or officer of the registrant whose signature appears below hereby appoints the agents for service named on the cover of this post-effective amendment to the registration statement, and each of them severally, as his/her attorney-in-fact to sign in his/her name and behalf, in any and all capacities stated below, and to file with the Securities and Exchange Commission, any and all post-effective amendments to the registration statement, and the registrant hereby also appoints each such agent for service as its attorney-in-fact with like authority to sign and file any such amendment in its name and behalf.

SIGNATURES

The Registrant. 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 the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bismarck, State of North Dakota, on the 16th day of December, 2011.

MDU RESOURCES GROUP, INC.

By: /s/ Terry D. Hildestad  
Terry D. Hildestad  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                   | Date              |
|---|---|-------------------|
| /s/ Terry D. Hildestad<br>Terry D. Hildestad<br>(President and Chief Executive Officer)       | Chief Executive Officer and<br>Director | December 16, 2011 |
| /s/ Doran N. Schwartz<br>Doran N. Schwartz<br>(Vice President and Chief Financial<br>Officer) | Chief Financial Officer                 | December 16, 2011 |

|  |                          |                   |
|--|--------------------------|-------------------|
| /s/ Nicole A. Kivisto<br>Nicole A. Kivisto<br>(Vice President, Controller and Chief<br>Accounting Officer) | Chief Accounting Officer | December 16, 2011 |
| /s/ Harry J. Pearce<br>Harry J. Pearce<br>(Chairman of the Board)  | Director                 | December 16, 2011 |
| /s/ Thomas Everist<br>Thomas Everist   | Director                 | December 16, 2011 |
| /s/ Karen B. Fagg<br>Karen B. Fagg   | Director                 | December 16, 2011 |
| /s/ A. Bart Holaday<br>A. Bart Holaday   | Director                 | December 16, 2011 |
| /s/ Dennis W. Johnson<br>Dennis W. Johnson   | Director                 | December 16, 2011 |
| /s/ Thomas C. Knudson<br>Thomas C. Knudson   | Director                 | December 16, 2011 |
| /s/ Richard H. Lewis<br>Richard H. Lewis   | Director                 | December 16, 2011 |
| /s/ Patricia L. Moss<br>Patricia L. Moss   | Director                 | December 16, 2011 |
| /s/ John K. Wilson<br>John K. Wilson   | Director                 | December 16, 2011 |