

DUPONT E I DE NEMOURS & CO

Form S-8

May 02, 2008

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Registration Statement No. 33-XXXXX

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
E. I. DU PONT DE NEMOURS AND COMPANY
(Exact name of registrant as specified in its charter)**

DELAWARE	1007 MARKET STREET WILMINGTON, DELAWARE 19898	51-0014090
(State or other jurisdiction of incorporation or organization)	(Address of principal executive offices)	(I.R.S. Employer identification no.)
E. I. DU PONT DE NEMOURS AND COMPANY MANAGEMENT DEFERRED COMPENSATION PLAN (Full title of the plans)		

**JEFFREY L. KEEFER, EXECUTIVE VICE PRESIDENT DUPONT FINANCE
E. I. DU PONT DE NEMOURS AND COMPANY
1007 MARKET STREET
WILMINGTON, DELAWARE 19898
(Name and address of agent for service)
TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE:
302-774-1000**

**APPROXIMATE DATE OF PROPOSED COMMENCEMENT OF SALES
PURSUANT TO THE PLAN:**

FROM TIME TO TIME AFTER EFFECTIVE DATE OF REGISTRATION STATEMENT

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.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ¹	Proposed Maximum Offering Price Per Share ²	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock \$.30 par value	100,000	\$48.88	\$4,888,888	\$192.10

1. E. I. du Pont de Nemours and

Company
(DuPont or
Registrant) is
filing this
Registration
Statement on
Form S-8 to
register the
offering of
shares of
DuPont
Common Stock,
par value \$0.30
per share, under
the E. I. du Pont
de Nemours and
Company
Management
Deferred
Compensation
Plan (the Plan).
This
Registration
Statement shall
also cover any
additional
shares which
become issuable
under the Plan
by reason of any
stock dividend,
stock split,
capitalization of
reserves and
premiums or
other similar
transaction
effected without
the receipt of
consideration
which results in
an increase in
the number of
the outstanding
shares of
DuPont. The
shares issued
under the Plan
may, in whole
or in part, be
authorized but

unissued shares or shares that shall have been or may be reacquired by the Registrant in the open market, private transactions or otherwise. The obligations under the Plan are unsecured obligations of the Company to pay deferred compensation in accordance with the terms of the Plan.

2. Calculated solely for the purposes of this offering under Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the Registrant's common shares as reported on The New York Stock Exchange on April 29, 2008.
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Opinion of Counsel dated May 2, 2008

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**PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Item 1. *Plan Information*

Not required to be filed with this Registration Statement.

Item 2. *Registrant Information and Employee Plan Annual Information*

Not required to be filed with this Registration Statement.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. *Incorporation of Certain Documents by Reference*

The documents listed below, previously filed with the Securities and Exchange Commission, are incorporated by reference in this Registration Statement:

(a) DuPont's Annual Report on Form 10-K, for the year ended December 31, 2007 filed with the SEC on February 19, 2008, and Amendment No. 1 thereto, filed with the SEC on April 23, 2008; and

(b) DuPont's Quarterly Report on Form 10-Q, for quarter ended March 31, 2008 and DuPont's Current Reports on Form 8-K filed with the SEC on January 9, 2008 (under Item 2.06), February 5, 2008, March 11, 2008 and May 2, 2008.

All documents subsequently filed by DuPont pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. *Description of DuPont Common Stock*

Holders of DuPont Common Stock are entitled to receive dividends that may be declared by the Board of Directors of DuPont from surplus or net earnings, but not until all cumulative dividends on preferred stock shall have been declared and set apart for payment at the annual rates of \$4.50 a share for the \$4.50 Series and \$3.50 a share for the \$3.50 Series. Holders of DuPont Common Stock have the right to vote on all questions to the exclusion of all other stockholders, except as otherwise expressly provided by law or unless DuPont shall be in default in the payment of dividends on preferred stock for a period of six months. In the latter event, until accumulated and unpaid dividends on preferred stock of all series shall have been paid, the holders of the outstanding preferred stock shall have the exclusive right, voting separately and as a class, to elect two directors, or if the total number of directors of DuPont be only three, then only one director, at each meeting of stockholders held for the purpose of electing directors.

On liquidation, dissolution, or winding up of DuPont, whether voluntary or involuntary, after payments have been made to holders of preferred stock, holders of DuPont Common Stock have the right to share ratably the remaining assets available for distribution. In the event of voluntary liquidation, holders of preferred stock are entitled to accumulated dividends and \$115 a share for the \$ 4.50 Series and \$107 a share for the \$3.50 Series; in the event of involuntary liquidation, holders of both series are entitled to accumulated dividends and \$100 a share. Holders of DuPont Common Stock do not have any preemptive rights.

Item 5. *Interests of Named Experts and Counsel*

The validity of the issue of DuPont Common Stock offered hereby has been passed on by Stacey J. Mobley, Esq., Senior Vice President and Chief Administrative Officer and General Counsel of DuPont. Mr. Mobley beneficially owned as of May 2, 2008 618,203 shares of DuPont Common Stock, including 569,699 shares of which he has the right to acquire beneficial ownership within 60 days under DuPont's compensation plans.

Item 6. *Indemnification of Directors and Officers*

Under provisions of the Bylaws of DuPont, each person who is or was a director or officer of DuPont shall be indemnified by DuPont to the full extent permitted or authorized by the General Corporation Law of Delaware against any liability, cost or expense asserted against such director or officer and incurred by such director or officer in any such person's capacity as director or officer, or arising out of any such person's status as a director or officer. DuPont has purchased liability insurance policies covering its directors and officers to provide protection where DuPont cannot indemnify a director or officer.

Table of Contents**Item 8. Exhibits**

Exhibit No.	Exhibit	Incorporated by Reference			Filed
		Form	File No.	Filing Date	Herewith
4(a)	DuPont's Restated Certificate of Incorporation, effective May 29, 1997, defining rights of holders of DuPont Common Stock	10-K		2/19/2008	3.1
4(b)	E. I. du Pont de Nemours and Company Management Deferred Compensation Plan	8-K		5/2/2008	10.1
5(a)	Opinion of Counsel dated May 2, 2008				X
23(a)	Consent of Independent Registered Public Accounting Firm dated May 2, 2008				X
23(b)	Consent of Stacey J. Mobley, Esq. included in the opinion filed as Exhibit 5(a) to this Registration Statement dated May 2, 2008				X
24	Powers of attorney authorizing certain officers to sign the registration statement and amendments thereto on behalf of officers and directors				X

Item 9. S-K Item 512 Undertakings

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement.
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933 each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration

statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Wilmington, State of Delaware, on May 2, 2008.

E. I. DU PONT DE NEMOURS AND
COMPANY

By: /s/ Jeffrey L. Keefer
Jeffrey L. Keefer
Executive Vice President DuPont
Finance
and Chief Financial Officer

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

C. O. Holliday, Jr., Chairman and Director

J. T. Dillon, Director

R. H. Brown, Director

E. I. du Pont, Director

R. A. Brown, Director

M. A. Hewson, Director

B. P. Collomb, Director

L. D. Juliber, Director

C. J. Crawford, Director

S. O. Keefe, Director

A. M. Cutler, Director

W. K. Reilly, Director

By: /s/ Stacey J. Mobley

By: /s/ Jeffrey L. Keefer

Stacey J. Mobley
Senior Vice President and
Chief Administrative Officer and
General Counsel DuPont Legal

Jeffrey L. Keefer
Executive Vice President DuPont
Finance
and Chief Financial Officer
(Attorney-In-Fact for above
Directors)

(Attorney-In-Fact for above Directors)
(May 2, 2008)

(May 2, 2008)

Powers of attorney authorizing Jeffrey L. Keefer and Stacey J. Mobley jointly, to sign the registration statement and amendments thereto on behalf of the above-named directors and officers are filed with the registration statement.

Pursuant to the requirement of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on May 2, 2008.

E. I. du Pont de Nemours and Company
Management Deferred Compensation Plan

By: /s/ Robert W. Slone
Robert W. Slone
Director Global Rewards, Policy &
Strategy and US Delivery

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23(b)		Consent of Stacey J. Mobley, Esq. included in the opinion filed as Exhibit 5(a) to this Registration Statement dated May 2, 2008						X
24		Powers of attorney authorizing certain officers to sign the registration statement and amendments thereto on behalf of officers and directors						X