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BROWN TOM INC /DE
Form 8-A12B/A
April 20, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES ACT OF 1933

TOM BROWN, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

95-1949781
(I.R.S. Employer
Identification Number)

555 SEVENTEENTH STREET
DENVER, COLORADO
(Address of Principal Executive Offices)

80202
(Zip Code)

If this Form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. []

If this Form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this Form
relates: _____ (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

| TITLE OF EACH CLASS TO BE SO REGISTERED | NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS |
|---|--|
| Rights to Purchase Series B Preferred Stock | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:

None

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(Title of Class)

EXPLANATORY NOTE

In connection with entering into the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 14, 2004, by and among EnCana Corporation, a Canadian corporation ("EnCana"), Tom Brown, Inc., a Delaware corporation (the "Registrant") and Plaza Acquisition II Corp., a Delaware corporation and wholly owned subsidiary of EnCana ("Plaza Acquisition"), the Registrant entered into Amendment No. 1 to the First Amended and Restated Rights Agreement, as amended, between the Registrant and EquiServe Trust Company, N.A. (as amended to date, the "Rights Agreement") to (i) amend Section 8 of the Rights Agreement to provide that the Rights (as defined in the Rights Agreement) will expire immediately prior to the effective time of the merger contemplated by the Merger Agreement and (ii) insert a new Section 36 excepting EnCana, Plaza Acquisition and the Merger Agreement from the Rights Agreement. The Registrant hereby amends Item 2 of the Registrant's Form 8-A dated April 26, 2002 to add the exhibit listed below:

ITEM 2. EXHIBITS.

- 4.6 Amendment No. 1 to the First Amended and Restated Rights Agreement, dated April 14, 2004, between the Registrant and EquiServe Trust Company, N.A.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

DATED: April 20, 2004

TOM BROWN, INC.

By: /s/ Daniel G. Blanchard

Name: Daniel G. Blanchard
Title: Executive Vice President,
Chief Financial Officer and Treasurer

EXHIBIT INDEX

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|-------------------------|--|
| 4.6 | Amendment No. 1 to the First Amended and Restated Rights |

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Agreement, dated April 14, 2004, between the Registrant
and EquiServe Trust Company, N.A.