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CHEMFIRST INC
Form S-8
July 17, 2002

File No. 333-_____

As filed with the Securities and Exchange Commission on July 17, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CHEMFIRST INC.
(Exact name of registrant as specified in its charter)

Mississippi
(State of Incorporation)

64-0354930
(I.R.S. Employer Identification Number)

700 North Street, Jackson, MS
(Address of Principal Executive Offices)

39202
(Zip Code)

CHEMFIRST INC. 1998 LONG-TERM INCENTIVE PLAN
(Full Title of the Plan)

James L. McArthur, Secretary
ChemFirst Inc.
P. O. Box 1249
Jackson, Mississippi 39215-1249
(601) 948-7550
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share (1)	Proposed Ma Aggregate O Price
Common Stock, par value \$1.00	600,000 shares (2)	\$24.065 (3)	\$14,439,000
Phantom Share Units	maximum of 600,000 units (4)	N/A	N/A

(1) Estimated solely for calculation of the registration fee pursuant to Rule 457(h), based on the average of the high and low sale prices reported on the New York Stock Exchange on July 15, 2002.

(2) Pursuant to Rule 416, this Registration Statement shall include, in

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- addition to the number of shares of Common Stock stated above, such indeterminate number of additional shares of Common as may be issued under such plan as a result of adjustment provisions thereunder.
- (3) Does not include (a) an additional 950,000 shares of Common Stock being carried forward pursuant to Rule 429 from the Registration Statement on Form S-8 (File No. 333-69965), with respect to which a registration fee of \$4,927.13 was paid, and (b) an additional 750,000 shares of Common Stock being carried forward pursuant to Rule 429 from the Registration Statement on Form S-8 (File No. 333-38556), with respect to which a registration fee of \$4,148.52 was paid.
 - (4) The maximum number of share units registered hereunder is equal to the total number of share units which would be convertible into 600,000 shares of Common Stock.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by ChemFirst Inc. (the "Company") and relates to an additional 600,000 shares of the Company's common stock, par value \$1.00 per share (the "Common Stock"), issuable to participants in the ChemFirst Inc. 1998 Long-Term Incentive Plan (the "Plan").

The Company previously registered an aggregate of 1,700,000 shares of Common Stock for issuance under the Plan under Registration Statements on Form S-8, as filed with the Securities and Exchange Commission (the "SEC") on December 30, 1998 (File No. 333-69965), and on June 5, 2000 (File No. 333-38556).

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of both Registration Statements referenced above, except as otherwise set forth herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus to be used for offers and sales of the Company's Common Stock covered by this Registration Statement has been omitted in accordance with the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company are incorporated herein by reference: (1) the Company's Annual Report on Form 10-K for the year ended December 31, 2001; (2) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002; and (3) the description of the Company's Common Stock, par value \$1.00, contained in Item 1 of the Company's Registration Statement on Form 8-A filed on December 9, 1996 (File No. 001-12547), including any amendment or report filed for the purpose of updating such description.

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

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be a part hereof from the date of filing such documents.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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ITEM 8. Exhibits

- 4.1 ChemFirst Inc. 1998 Long-Term Incentive Plan, as amended, is included as Appendix A to the Company's Proxy Statement filed in connection with the Annual Meeting of Stockholders held on May 21, 2002, and is incorporated by reference.
- 4.2 Amended and Restated Articles of Incorporation of ChemFirst Inc. were filed as Exhibit 3.1 to Amendment No. 1 to the Company's Form S-1 (File No. 333-15789) filed on November 18, 1996, and are incorporated herein by reference.
- 4.3 Bylaws of ChemFirst Inc., as amended.
- 4.4 Rights Agreement, dated as of October 30, 1996, between the Company and KeyCorp Shareholder Services, Inc. was filed as Exhibit 4 to Amendment No. 1 to the Company's Form S-1 (File No. 333-15789) filed on November 18, 1996, and is incorporated herein by reference.
- 4.5 First Amendment to Rights Agreement dated effective May 1, 1997 by and among the Company, KeyCorp Shareholder Services, Inc. and The Bank of New York, was filed as Exhibit 4.5 to the Company's Form S-8 (File No. 333-69965) filed on December 30, 1998, and is incorporated herein by reference.
- 4.6 Second Amendment to Rights Agreement dated effective October 1, 2001, by and among the Company, The Bank of New York and American Stock Transfer & Trust Company, was filed as Exhibit 4(c) to Amendment No. 1 to the Company's Form 8-A/A (Registration No. 333-35221) filed on November 2, 2001, and is incorporated herein by reference.
- 5.1 Opinion of J. Steve Chustz, General Counsel to ChemFirst Inc., as to legality of securities being registered.
- 23.1 Consent of J. Steve Chustz is contained within the opinion of counsel filed as Exhibit 5.1.
- 23.2 Consent of KPMG LLP.
- 24.1 Power of Attorney by each of the directors of the Company appointing J. Kelley Williams and R. Michael Summerford as attorney-in-fact is located at page 4 of this Registration Statement.

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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 Jackson, State of Mississippi, on the 15th day of July, 2002.

CHEMFIRST INC.

BY: /s/ J. Kelley Williams

J. Kelley Williams, Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints J. Kelley Williams and R. Michael Summerford and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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 dates indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ J. Kelley Williams ----- J. Kelley Williams	Chairman of the Board of Directors, Chief Executive Officer (Principal Executive Officer) and Director	July 15, 2002
/s/ R. Michael Summerford ----- R. Michael Summerford	President and Chief Operating Officer	July 15, 2002
/s/ Max P. Bowman ----- Max P. Bowman	Vice President and Chief Financial Officer (Principal Financial Officer)	July 15, 2002
/s/ Troy B. Browning ----- Troy B. Browning	Controller (Principal Accounting Officer)	July 15, 2002

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SIGNATURE -----	TITLE -----	DATE -----
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/s/ Richard P. Anderson ----- Richard P. Anderson	Director	July 15, 2002
/s/ Paul A. Becker ----- Paul A. Becker	Director	July 15, 2002
/s/ Michael J. Ferris ----- Michael J. Ferris	Director	July 15, 2002
/s/ Robert P. Guyton ----- Robert P. Guyton	Director	July 15, 2002
/s/ John F. Osborne ----- John F. Osborne	Director	July 15, 2002
/s/ William A. Percy, II ----- William A. Percy, II	Director	July 15, 2002
/s/ Dan F. Smith ----- Dan F. Smith	Director	July 15, 2002
/s/ Leland R. Speed ----- Leland R. Speed	Director	July 15, 2002
/s/ R. Gerald Turner ----- R. Gerald Turner	Director	July 15, 2002

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Index to Exhibits

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