

PPG INDUSTRIES INC

Form S-8

May 02, 2005

As filed with the Securities and Exchange Commission on May 2, 2005

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

PPG INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State of Incorporation)

25-0730780
(I.R.S. Employer Identification No.)

**One PPG Place
Pittsburgh, Pennsylvania**
(Address of principal executive offices)

15272
(Zip Code)

PPG INDUSTRIES, INC. STOCK PLAN
(Full title of plan)

James C. Diggs, Esq.
Senior Vice President, General Counsel and Secretary
PPG Industries, Inc.
One PPG Place
Pittsburgh, Pennsylvania 15272
(Name and address of agent for service)

(412) 434-3131
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|-------------------------|---|---|----------------------------|
| PPG Industries, Inc. Common Stock, par value \$1.66 2/3 per share | 7,500,000 shares | \$ 68.40 (a) | \$ 513,000,000 (a) | \$ 60,380.10 |

(a) Estimated solely for the purpose of calculating the registration fee as permitted by Rule 457(c) based on the average of the high and low prices of shares of Common Stock reported in the consolidated reporting system on April 25, 2005.

This Registration Statement is being filed to register an additional 7,500,000 shares of Common Stock, par value \$1.66 2/3 per share, of PPG Industries, Inc. (PPG) for offer and sale under the PPG Industries, Inc. Stock Plan (the Plan). Pursuant to General Instruction E of Form S-8, this Registration Statement incorporates by reference the contents of that certain Registration Statement on Form S-8 relating to the Plan and filed by PPG with the Securities and Exchange Commission on July 31, 1992 (File No. 33-50400), except for Items 5 and 8 thereof which are superseded by Items 5 and 8, respectively, of Part II of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The validity of the Common Stock registered pursuant to this Form S-8 has been passed upon for the Registrant by James C. Diggs, Esq., Senior Vice President, General Counsel and Secretary of the Registrant. Mr. Diggs owns shares of the Registrant's Common Stock and holds options to purchase additional shares of the Registrant's Common Stock pursuant to grants of awards under the Plan. In addition, as Mr. Diggs continues to be an eligible participant under the terms of the Plan, he may be granted additional awards under the Plan after the date hereof.

Item 8. Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 5 | Opinion and consent of James C. Diggs, Esq., Senior Vice President, General Counsel and Secretary of the Registrant |
| 23.1 | Consent of Deloitte & Touche LLP |
| 23.2 | Consent of James C. Diggs, Esq., Senior Vice President, General Counsel and Secretary of the Registrant (contained in Exhibit 5 filed herewith) |
| 24 | Powers of Attorney |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Pittsburgh, Commonwealth of Pennsylvania, on the 2nd day of May, 2005.

PPG INDUSTRIES, INC.

By: /s/ James C. Diggs
 James C. Diggs
 Senior Vice President, General Counsel
 &
 Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Capacity | Date |
|-------------------------------|---|----------------------------|
| <u>/s/ Raymond W. LeBoeuf</u> | | |
| Raymond W. LeBoeuf | Director and Chairman of the Board of Directors |))) |
| <u>/s/ Charles E. Bunch</u> | |) |
| Charles E. Bunch | Director, President and Chief Executive Officer |))) |
| <u>/s/ W. H. Hernandez</u> | |) |
| W. H. Hernandez | Senior Vice President, Finance (Principal Financial and Accounting Officer) |))) May 2, 2005 |
| JAMES G. BERGES, | |) |
| ERROLL B. DAVIS, JR., | |) |
| VICTORIA F. HAYNES, | |) |
| MICHELE J. HOOPER, | |) |
| ROBERT MEHRABIAN, | |) |
| ROBERT RIPP, | |) |
| THOMAS J. USHER, | |) |
| DAVID R. WHITWAM, | |) |
| Directors | |) |
| | By: /s/ James C. Diggs |) |
| | James C. Diggs |) |
| | Attorney-in-fact |) |

EXHIBIT INDEX

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