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STARRETT L S CO  
Form S-8 POS  
March 02, 2005

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

File No. 333-89965

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO.1 TO

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

THE L.S. STARRETT COMPANY  
(Exact name of registrant as specified in its charter)

Massachusetts  
(State or Other Jurisdiction  
Of Incorporation or Organization)

04-1866480  
(I.R.S. Employer  
Identification No.)

121 Crescent Street  
Athol, Massachusetts 01331  
(Address of Principal Executive Offices, including Zip Code)

1997 EMPLOYEES' STOCK PURCHASE PLAN

(Full title of the Plan)

Roger U. Wellington, Jr.  
The L.S. Starrett Company  
121 Crescent Street  
Athol, Massachusetts 01331  
(978) 249-3551

Steven A. Wilcox Esq.  
Ropes & Gray LLP  
One International Place  
Boston, Massachusetts 02110  
(617) 951-7000

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

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Pursuant to Rule 478(a)(4) under the Securities Act of 1933, as amended, the registrant hereby de-registers any and all shares of Common Stock originally registered hereunder which have not been issued. The L.S. Starrett Company 1997 Employees' Stock Purchase Plan, pursuant to which the shares would have been issued, has either expired by its terms or been terminated and no additional shares may be issued or sold under such plan.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Athol, The Commonwealth of Massachusetts, on this 2nd day of March, 2005.

THE L.S. STARRETT COMPANY

By: /s/Douglas A. Starrett  
Name: Douglas A. Starrett  
Title: President, Chief Executive  
Officer, and Director

Pursuant to the Requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated.

| Signature   | Capacity  | Date          |
|---|---|---------------|
| /s/Douglas A. Starrett<br>Douglas A. Starrett             | Chief Executive Officer, President<br>(Principal Executive Officer)<br>and Director       | March 2, 2005 |
| /s/Roger U. Wellington, Jr.<br>Roger U. Wellington, Jr.   | Vice President, Treasurer and Chief<br>Financial Officer (Principal<br>Financial Officer) | March 2, 2005 |
| /s/Steven G. Thomson<br>Steven G. Thomson                 | Chief Accounting Officer (Principal<br>Accounting Officer)                                | March 2, 2005 |
| /s/Ralph G. Lawrence<br>Ralph G. Lawrence                 | Director  | March 2, 2005 |
| /s/Terry A. Piper<br>Terry A. Piper                       | Director  | March 2, 2005 |
| /s/Richard B. Kennedy<br>Richard B. Kennedy               | Director  | March 2, 2005 |
| /s/Antony McLaughlin<br>Antony McLaughlin                 | Director  | March 2, 2005 |
| /s/Robert L. Montgomery, Jr.<br>Robert L. Montgomery, Jr. | Director  | March 2, 2005 |