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ALSTOM
Form S-8
June 10, 2002

Registration No. _____

As filed with the Securities and Exchange Commission on June 10, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

Registration Statement

Under

The Securities Act of 1933

ALSTOM

(Exact name of registrant as specified in its charter)

FRANCE

NOT APPLICABLE

(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

25, AVENUE KLEBER, 75116 PARIS, FRANCE

(Address of Principal Executive Offices)

ALSTOM Stock Option Plan No. 3 July 24, 2001
and
ALSTOM Stock Option Plan January 8, 2002

(Full title of the plan)

Anthony M. D'Iorio
ALSTOM Inc.,
300 Tice Boulevard
Woodcliff Lake, NJ 07677
TEL: (201) 802-2891

Copy to: Gloria W. Nusbacher, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, N.Y. 10004

(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***	Proposed Maximum Aggregate Offering Price***
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Ordinary Shares, nominal value Euro 6 per share	900,000 shares	\$21.64	\$19,476,000
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(see footnot

FOOTNOTES

- * American Depositary Receipts evidencing American Depositary Shares issuable on deposit of the Ordinary Shares registered hereby have been registered pursuant to a separate Registration Statement on Form F-6 (Registration No. 333-8876).
- ** Of the Ordinary Shares registered on this Registration Statement, 450,000 shares are being registered for use under the ALSTOM Stock Option Plan No. 3 July 24, 2001 (the "2001 Plan") and 450,000 shares are being registered for use under the ALSTOM Stock Option Plan January 8, 2002 (the "2002 Plan"). This Registration Statement also relates to such indeterminate number of additional shares as may be issuable pursuant to stock splits, stock dividends, or similar transactions.
- *** The proposed maximum offering price per Ordinary Share and the proposed maximum aggregate offering price are calculated solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Securities Act of 1933. Such prices are based on the weighted average exercise price of the stock options under the Plans (Euro 33.00 per share in the case of the 450,000 shares issuable under the 2001 Plan, and Euro 13.09 per share in the case of the 450,000 shares issuable under the 2002 Plan). Amounts in Euros have been converted to U.S. dollars using an exchange rate of 0.9391 U.S. dollars per Euro, the noon buying rate in New York City for cable transfers in Euro as certified for customs purposes by The Federal Reserve Bank of New York on June 5, 2002.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by ALSTOM (the "Company") with the Securities and Exchange Commission are incorporated herein by reference:

- (a) The Company's Annual Report on Form 20-F for the fiscal year ended March 31, 2002;
- (b) The Company's Reports on Form 6-K dated May 29, 2002; and
- (c) The descriptions of the Company's Ordinary Shares and American Depositary Shares contained in the Company's Registration Statement on Form F-1 (No. 333-8784) and any amendment or report filed for the purpose of updating such description.

All subsequent annual reports on Form 20-F filed by the Company after the date of this Registration Statement and prior to the filing of a

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post-effective amendment which indicates that all securities offered hereby 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 be a part hereof from the date of the filing of such documents. In addition, the Company may incorporate by reference into this Registration Statement one or more of its future reports on Form 6-K. Reports which are so incorporated shall be identified in the Form 6-K as being incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in a subsequently filed document which is also incorporated by reference herein modifies or supersedes such statement.

Item 4. DESCRIPTION OF SECURITIES

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company maintains liability insurance for its directors and officers, including insurance against liabilities under the Securities Act.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

Item 8. EXHIBITS

NUMBER	DESCRIPTION	METHOD OF FILING
4.1	Amended and restated by-laws (STATUTS) of ALSTOM updated as of July 24, 2001 (English translation)	Filed as Exhibit 1 to Annual Report on Form 20-F for the year ended March 31, 2002
4.2	Form of Deposit Agreement among ALSTOM and The Bank of New York, as Depositary, and holders from time to time of American Depositary Receipts issued thereunder, including the form of American Depositary Receipt	Filed as Exhibit (a) to Amendment No. 1 to the Registration Statement on Form F-6 (No. 333-8876), as amended, filed on June 19, 1998
4.3	Plan Document for the ALSTOM Stock Option Plan No.3 July 24, 2001 (English translation)	Filed herewith
4.4	Plan Document for the ALSTOM Stock Option Plan January 8,	Filed herewith

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2002 (English translation)

5.1	Opinion of A.P. Hibbert	Filed herewith
23.1	Consent of Deloitte Touche Tohmatsu, independent auditors, and Barbier Frinault & Autres, Arthur Andersen, independent auditors	Filed herewith
23.2	Consent of A.P. Hibbert	Contained in Exhibit 5.1
24.1	Powers of Attorney with respect to Stock Option Plan No. 3 July 24, 2001	Filed herewith
24.2	Powers of Attorney with respect to Stock Option Plan January 8, 2002	Filed herewith

Item 9. UNDERTAKINGS

(a) The Company 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;

(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 information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company 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 Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company'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

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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.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company 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 Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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.

SIGNATURES

THE REGISTRANT. 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 Paris, France, on this 10th day of June, 2002.

ALSTOM

By: /S/ PIERRE BILGER

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on this 10th day of June, 2002.

SIGNATURE

CAPACITY

*

Pierre Bilger

Chairman and Chief Executive
Officer and a Director

*

Francois Newey

Chief Financial Officer

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* ----- James Milner	Principal Accounting Officer
* ----- Sir William Purves	Director
* ----- Jean-Paul Bechat	Director
* ----- Candace Beinecke	Director
SIGNATURE	CAPACITY
* ----- Jim Cronin	Director
* ----- Dr. Klaus Esser	Director
* ----- Jean-Pierre Halbron	Director
* ----- Patrick Kron	Director
* ----- Lord Simpson	Director
* -----	Authorized Representative in the United States

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Anthony D'Iorio

* By /S/ PIERRE BILGER

as authorized by Power of Attorney
filed as Exhibit 24.1 to this
Registration Statement

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