

UST INC  
Form S-8 POS  
January 30, 2009

As filed with the Securities and Exchange Commission on January 30, 2009

Registration No. 33-59229

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**UST INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6 High Ridge Park, Building A**

**06-1193986**  
(I.R.S. Employer  
Identification No.)

**06905**

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**Stamford, Connecticut**  
(Address of Principal Executive Offices)

(Zip Code)

**UST INC.**

**NONEMPLOYEE DIRECTORS STOCK OPTION PLAN**

(Full title of the plan)

**Gary B. Glass**

**UST Inc.**

**6 High Ridge Park, Building A**

**Stamford, Connecticut 06905**

(Name and address of agent for service)

**(203) 817-3000**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Jerry Whitson, Esq.**

**Hunton & Williams LLP**

**200 Park Avenue**

**53<sup>rd</sup> Floor**

**New York, New York 10166**

**(212) 309-1060**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**DEREGISTRATION OF COMMON STOCK**

This Post-Effective Amendment No. 2 relates to the registration statement on Form S-8, Registration No. 33-59229 (as amended, the Registration Statement ), filed by UST Inc., a Delaware corporation (the Registrant ), for the registration of common stock to be offered pursuant to the UST Inc. Nonemployee Directors Stock Option Plan (the Plan ).

On January 6, 2009, pursuant to the terms of the Agreement and Plan of Merger, dated as of September 7, 2008, as amended October 2, 2008 (the Merger Agreement ), by and among the Registrant, Altria Group, Inc. ( Altria ) and Armchair Merger Sub, Inc., an indirect wholly-owned subsidiary of Altria ( Merger Sub ), Merger Sub merged with and into the Registrant (the Merger ), with the Registrant surviving the Merger as an indirect wholly-owned subsidiary of Altria. As a result of the Merger, the Registrant has terminated all offerings of its securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with an undertaking made by the Registrant to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration the common stock registered but unsold under the Registration Statement.

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 Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on the 30<sup>th</sup> day of January, 2009.

UST INC.

By: /s/ MURRAY S. KESSLER

Name: Murray S. Kessler

Title: President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, the Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ MURRAY S. KESSLER Murray S. Kessler	President and Chief Executive Officer (Principal Executive Officer)	January 30, 2009
/s/ RAYMOND P. SILCOCK Raymond P. Silcock	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	January 30, 2009
/s/ JAMES D. PATRACUOLLA James D. Patracuolla	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	January 30, 2009
/s/ HOWARD A. WILLARD III Howard A. Willard III	Director	January 30, 2009
/s/ W. HILDEBRANDT SURGNER, JR. W. Hildebrandt Surgner, Jr.	Director	January 30, 2009
/s/ DANIEL J. BRYANT Daniel J. Bryant	Director	January 30, 2009