

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the Securities and Exchange Commission on July 31, 1992 (File No. 33-50400), except for Items 5 and 8 thereof which are superseded by Items 5 and 8, respectively, of Part II of this Registration Statement.**

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**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

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**EXHIBIT INDEX**

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