

ALLTEL CORP  
Form S-8 POS  
November 27, 2007

Registration No. 33-48476

Registration No. 33-54175

Registration No. 33-65199

Registration No. 333-88923

Registration No. 333-90167

Registration No. 333-116053

Registration No. 333-127081

Registration No. 333-127809

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-48476

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-54175

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-65199

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-88923

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-90167

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-116053

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-127081

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-127809

*Under The Securities Act of 1933*

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## ALLTEL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**34-0868285**  
(I.R.S. Employer  
Identification No.)

**One Allied Drive**

**Little Rock, Arkansas**  
(Address of Principal Executive Offices)

**72202**  
(Zip Code)

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**Alltel Corporation 1991 Stock Option Plan**

**Alltel Corporation Amended and Restated 1994 Stock Option Plan for Non-Employee Directors**

**Alltel Corporation 1994 Stock Option Plan for Employees**

**Amended and Restated 360 Communications Company 1996 Equity Incentive Plan**

**Alltel Corporation 1998 Equity Incentive Plan**

**Alltel Corporation 401(k) Plan**

**Western Wireless Corporation 2005 Long-Term Equity Incentive Plan**

**Alltel Corporation 2001 Equity Incentive Plan**

(Full Titles of Plans)

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**Sharilyn S. Gasaway**

**Executive Vice-President Chief Financial Officer**

**Alltel Corporation**

**One Allied Drive**

**Little Rock, Arkansas 72202**

(Name and Address of Agent For Service)

**(501) 905-8000**

(Telephone Number, Including Area Code, of Agent For Service)

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*Copy to:*

**Paul Shim**

**Cleary Gottlieb Steen & Hamilton LLP**

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**One Liberty Plaza**

**New York, New York 10006**

**(212) 225-2000**

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**TERMINATION OF REGISTRATION**

These Post-Effective Amendments (these Amendments ), filed by Alltel Corporation (the Company ), deregister all shares of the Company's Common Stock, \$1 par value per share, that had been registered for issuance under the following Registration Statements on Form S-8 (together, the Registration Statements ):

File No. 33-48476, which was filed with the Securities and Exchange Commission (the SEC ) and became effective on June 15, 1992;

File No. 33-54175, which was filed with the SEC and became effective on July 29, 1994;

File No. 33-65199, which was filed with the SEC and became effective on December 20, 1995;

File No. 333-88923, which was filed with the SEC and became effective on October 13, 1999;

File No. 333-90167, which was filed with the SEC and became effective on November 2, 1999;

File No. 333-116053, which was filed with the SEC and became effective on June 1, 2004;

File No. 333-127081, which was filed with the SEC and became effective on August 1, 2005; and

File No. 333-127809, which was filed with the SEC and became effective on August 24, 2005.

On November 16, 2007, pursuant to the Agreement and Plan of Merger, dated as of May 20, 2007, among the Company, Atlantis Holdings LLC, a Delaware limited liability company ( Parent ) and Atlantis Merger Sub, Inc., a Delaware corporation ( Merger Sub ), Merger Sub merged with and into the Company (the Merger ), with the Company being the surviving entity and becoming controlled by Parent. As a result, the Company has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with undertakings made by the Company in the Registration Statement, the Company hereby removes from registration all securities under the Registration Statement which remained unsold as of the effective time of the Merger.

**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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in Little Rock, Arkansas, on November 16, 2007.

ALLTEL CORPORATION

By: /s/ Sharilyn S. Gasaway  
Sharilyn S. Gasaway  
Executive Vice-President Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 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/ Scott T. Ford Scott T. Ford	President and Chief Executive Officer	November 16, 2007
James Coulter	Director	November 16, 2007
/s/ Gene Frantz Gene Frantz	Director	November 16, 2007
/s/ John Marren John Marren	Director	November 16, 2007
/s/ Joseph Gleberman Joseph Gleberman	Director	November 16, 2007
Leo Mullin	Director	November 16, 2007
/s/ Peter Perrone Peter Perrone	Director	November 16, 2007