

MDU RESOURCES GROUP INC  
Form POS AM  
April 19, 2010

As filed with the Securities and Exchange Commission on April 19, 2010

Registration No. 33-54486

---

---

UNITED STATES  
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

---

MDU RESOURCES GROUP, INC.  
(Exact name of registrant as specified in its charter)

|                  |                  |
|------------------|------------------|
| Delaware         | 41-0423660       |
| (State or other  | (I.R.S. Employer |
| jurisdiction of  | Identification   |
| incorporation or | Number)          |
| organization)    |                  |

1200 West Century Avenue  
P.O. Box 5650  
Bismarck, North Dakota 58506-5650  
(Address of principal executive offices, including zip code)

---

MDU RESOURCES GROUP, INC.  
1992 KEY EMPLOYEE  
STOCK OPTION PLAN  
(Full title of the plan)

---

|                   |                |
|-------------------|----------------|
| Terry D.          | Elizabeth W.   |
| Hildestad         | Powers, Esq.   |
| President         | Dewey &        |
| and Chief         | LeBoeuf LLP    |
| Executive Officer | 1301 Avenue of |
|                   | the Americas   |

Edgar Filing: MDU RESOURCES GROUP INC - Form POS AM

MDU Resources New York, New  
Group, Inc. York 10019  
1200 West (212) 259-8000  
Century Avenue  
Bismarck, North  
Dakota  
58506-5650  
(701) 530-1000  
(Name, address and telephone  
number, including area code, of  
agents for service)

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (Check one):

|                         |                          |                           |                          |
|-------------------------|--------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

---

---

---

DEREGISTRATION OF SECURITIES

MDU Resources Group, Inc. filed a registration statement on Form S-8, Registration No. 33-54486, with the Securities and Exchange Commission on November 12, 1992, to register 800,000 shares of common stock, par value \$1.00 per share, to be issued from time to time upon the exercise of stock options granted pursuant to the 1992 Key Employee Stock Option Plan. No stock options are outstanding, and the board of directors of the company terminated the plan effective November 12, 2009. The company is filing this post-effective amendment to remove from registration 678,269 shares of common stock that remain unsold at the date hereof.

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 post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bismarck, State of North Dakota, on the 16th day of April, 2010.

MDU RESOURCES GROUP, INC.

By: /s/ Terry D. Hildestad  
 Terry D. Hildestad  
 President and  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                   | Date           |
|---|---|----------------|
| /s/ Terry D. Hildestad<br>Terry D. Hildestad<br>(President and Chief Executive Officer)                       | Chief Executive Officer and<br>Director | April 16, 2010 |
| /s/ Doran N. Schwartz<br>Doran N. Schwartz<br>(Vice President and<br>Chief Financial Officer)                 | Chief Financial Officer                 | April 16, 2010 |
| /s/ Nicole A. Kivisto<br>Nicole A. Kivisto<br>(Vice President, Controller and Chief<br>Accounting<br>Officer) | Chief Accounting Officer                | April 16, 2010 |

|   |          |                |
|---|----------|----------------|
| /s/ Harry J. Pearce<br>Harry J. Pearce<br>(Chairman of the Board) | Director | April 16, 2010 |
| /s/ Thomas Everist<br>Thomas Everist                              | Director | April 16, 2010 |
| /s/ Karen B. Fagg<br>Karen B. Fagg                                | Director | April 16, 2010 |
| /s/ A. Bart Holaday<br>A. Bart Holaday                            | Director | April 16, 2010 |
| /s/ Dennis W. Johnson<br>Dennis W. Johnson                        | Director | April 16, 2010 |
| /s/ Thomas C. Knudson<br>Thomas C. Knudson                        | Director | April 16, 2010 |
| /s/ Richard H. Lewis<br>Richard H. Lewis                          | Director | April 16, 2010 |
| /s/ Patricia L. Moss<br>Patricia L. Moss                          | Director | April 16, 2010 |
| /s/ Sister Thomas Welder<br>Sister Thomas Welder                  | Director | April 16, 2010 |
| /s/ John K. Wilson<br>John K. Wilson                              | Director | April 16, 2010 |

