

ALSTOM  
Form F-6 POS  
January 26, 2005

**As filed with the Securities and Exchange Commission on January 26, 2005. Registration No. 333-8876**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

**ALSTOM**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

Republic of France

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

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One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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**The Bank of New York**

**ADR Division**

**One Wall Street, 29<sup>th</sup> Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
American Depositary Shares representing ordinary shares of Alstom	0  American Depositary Shares	--	\$0	\$0

EMM-772147\_1

**EXPLANATORY NOTE**

The offering made under this Registration Statement has been terminated. Accordingly, the Registrant hereby deregisters all remaining American Depositary Shares previously registered by this Registration Statement that have not been issued.

EMM-772147\_1

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus\</u>
1. Name and address of depository	Introductory Article
2. Title of American Depositary Receipts and identity of deposited securities Terms of Deposit:	Face of Receipt, top center
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts	Article number 11

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- (ix) Restrictions on the right to transfer (if any), deposit or Articles number 2, 3, 4, 5, 6 and 8 withdraw the underlying securities
- (x) Limitation upon the liability of the depositary Articles number 14, 18, 19 and 21

3. Fees and Charges Articles number 7, 8, 12 and 13

Item - 2.

Available Information

Public reports furnished by issuer Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement. Previously filed.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. Not applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. See (a) above.

d.

Opinion of counsel. Previously filed.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

Item - 4.

#### Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 26, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of ALSTOM.

By:

The Bank of New York,

As Depositary

By:

/s/ Joanne F. DiGiovanni

Joanne F. DiGiovanni

Vice President

- # -

Pursuant to the requirements of the Securities Act of 1933, ALSTOM has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Paris, France, on January , 2005.

**ALSTOM**

By: /s/ Patrick Kron

Name: Patrick Kron

Title: Chairman and Chief Executive Officer

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 December 31, 2004.

**Signature**

**Capacity**

/s/ Patrick Kron



Chairman and Chief Executive Officer and Patrick Kron

a Director

/s/ Henry Poupart-Lafarge

Chief Financial Officer

Henry Poupart-Lafarge

/s/ James Milner

Principal Accounting Officer

James Milner

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Director

Jean-Paul Béchat

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Director

Candace Beinecke

/s/ James B. Cronin

Director

James B. Cronin

**Signature**

**Capacity**

/s/ Pascal Colombani

Director

Pascal Colombani

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Director

Georges Chodron de Courcel

/s/ Gérard Hauser

Director

Gérard Hauser

/s/ James W. Leng

Director

James W. Leng

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Director

Denis Samuel-Lajeunesse

/s/ George Simpson

Director

George Simpson

/s/ Thomas E. Liggett

Authorized Representative in the United Thomas E. Liggett

States

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

5	Certification under Rule 466
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