

STANTEC INC  
Form 40-F  
February 26, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 40-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934  
OR  
 ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2008  
Commission file number: 001-32562  
STANTEC INC.

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(Exact name of Registrant as specified in its charter)

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(Translation of Registrant's name into English (if applicable))

Canada

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(Province or other jurisdiction of incorporation or organization)

8711

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(Primary Standard Industrial Classification Code Number (if applicable))

N/A

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(I.R.S. Employer Identification Number (if applicable))

10160 – 112 Street, Edmonton, Alberta, Canada T5K 2L6

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(Address and telephone number of Registrant's principal executive offices)

Stantec Consulting Inc., 19 Technology Drive, Irvine, CA 92618-2334 (949) 923-6000

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(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Common Shares

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None.

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(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None.

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(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

Annual information form     Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2008 – 45,448,123 Common Shares outstanding.

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes [ ] No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No [ ]

## DISCLOSURE CONTROLS AND PROCEDURES

The disclosure provided under “Controls and Procedures” on page M-55 of Exhibit 2, Management’s Discussion and Analysis, is incorporated by reference herein.

## MANAGEMENT’S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The disclosure provided under “Management Report” on page F-1 of Exhibit 4 and is incorporated by reference herein.

## AUDITOR ATTESTATION

The disclosure provided under “Independent Auditors’ Report on Internal Controls” on page F-3 of Exhibit 3 and is incorporated by reference herein.

## CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

The disclosure provided under “Controls and Procedures” on page M-55 of Exhibit 2, Management’s Discussion and Analysis, is incorporated by reference herein.

## IDENTIFICATION OF THE AUDIT COMMITTEE

On December 31, 2008, Stantec’s audit committee was made up of the following three members: Ivor M. Ruste (Chair), Susan E. Hartman, and Robert R. Mesel.

## AUDIT COMMITTEE FINANCIAL EXPERT

Stantec’s Board of Directors has determined that it has two audit committee financial experts serving on its audit committee. Ivor M. Ruste and Robert R. Mesel are each an audit committee financial expert (as such term is defined in the rules and regulations of the Securities Exchange Commission) and is independent, as that term is defined by the New York Stock Exchange’s corporate governance standards applicable to Stantec. The Securities and Exchange Commission has indicated that the designation of a person as an audit committee financial expert does not impose on such person any duties, obligations or liability that are greater than those imposed on such person as a member of the audit committee and the Board of Directors in the absence of such designation and does not affect the duties, obligations or liability of any other member of the audit committee or Board of Directors.

## CODE OF ETHICS

Stantec has adopted a code of ethics, entitled “Stantec Code of Ethics”. The Code of Ethics applies to all directors, officers and employees of Stantec, including Stantec’s principal executive officer, principal financial officer and principal accounting officer. Stantec’s Board of Directors, through its corporate governance and compensation committee, reviews the operation of the Code of Ethics and any waivers thereof. The Code of Ethics is reviewed at least annually to ensure that it complies with all legal requirements and is in alignment with best practices. In the event that amendments are needed, recommendations are made to the corporate governance and compensation committee and the Board of Directors for approval. The Code of Ethics is available on Stantec’s website ([www.stantec.com](http://www.stantec.com)) in the “Inside Stantec – Governance” section and is available in print to any shareholder upon written

request to the Secretary of Stantec.

The Board of Directors has also adopted whistleblower procedures which allow officers and employees who feel that a violation of the Code of Ethics has occurred to report this violation on a confidential and anonymous basis. The procedures allow concerns regarding accounting, internal accounting controls or auditing matters to be reported on a confidential and anonymous basis as well.

Page 3 of 5

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## PRINCIPAL ACCOUNTANT FEES AND SERVICES

The disclosure provided under “External Auditor Service Fees” on page 13 of Exhibit 1, Annual Information Form, is incorporated by reference herein.

## AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

The disclosure provided under “Preapproval Policy” on page 13 of Exhibit 1, Annual Information Form, is incorporated by reference herein.

## OFF-BALANCE SHEET ARRANGEMENTS

The disclosure provided under “Off-Balance Sheet Arrangements” on page M-33 of Exhibit 2, Management’s Discussion and Analysis, is incorporated by reference herein.

## CONTRACTUAL OBLIGATIONS

The disclosure provided under “Contractual Obligations” on page M-33 of Exhibit 2, Management’s Discussion and Analysis, is incorporated by reference herein.

## UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

### A. Undertaking

Stantec undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form 40-F, the securities in relation to which the obligation to file an annual report on Form 40-F arises, or transactions in said securities.

### B. Consent to Service of Process

Stantec has previously filed with the Commission a Form F-X in connection with the Common Shares.

### Signatures

Pursuant to the requirements of the Exchange Act, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

STANTEC INC.

Date: February 26, 2009

By: /s/ Anthony P. Franceschini

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Anthony P. Franceschini



EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 1.          | Annual Information Form dated February 26, 2009   |
| 2.          | Management's Discussion and Analysis for the year ended December 31, 2008 (pages M-1 through M-57 of the 2008 Financial Review)   |
| 3.          | 2008 Audited Consolidated Financial Statements (pages F-1 through F-38 of the 2008 Financial Review)  |
| 4.          | Consent of Ernst & Young LLP  |
| 5.          | Officers' Certifications required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the U.S. Sarbanes-Oxley Act of 2002   |
| 6.          | Officers' Certifications required by Rule 13a-14(b) or Rule 15d-14(b) pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002 |