

SHAW COMMUNICATIONS INC

Form 6-K

December 10, 2009

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 6-K
REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934
For the month of December, 2009
Shaw Communications Inc.**

(Translation of registrant's name into English)
Suite 900, 630 9 Avenue S.W., Calgary, Alberta T2P 4L4 (403) 750-4500
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, Shaw Communications Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 9, 2009

Shaw Communications Inc.

By: /s/ Steve Wilson

Steve Wilson

Sr. V.P., Chief Financial Officer

Shaw Communications Inc.

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SHAW COMMUNICATIONS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The annual general meeting of shareholders of Shaw Communications Inc. (the Corporation) will be held as follows:

Date: Thursday, January 14, 2010
Time: 11:00 a.m. (Mountain time)
Location: Shaw Barlow Trail Building
2400 3rd Avenue NE
Calgary, Alberta

for the following purposes:

1. to receive the consolidated financial statements for the year ended August 31, 2009 and the auditors report on those statements;
2. to elect directors;
3. to appoint auditors; and
4. to transact such other business as may properly come before the meeting.

By Order of the Board of Directors,

(signed) Douglas J. Black, Q.C.
Corporate Secretary

Calgary, Alberta
November 24, 2009

Holders of Class A Shares of record at the close of business on November 30, 2009 are the only shareholders entitled to vote at the meeting. Holders of Class B Non-Voting Shares are entitled to attend and speak at the meeting, but are not entitled to vote on any matter proposed for consideration.

If you cannot attend the meeting in person, you are encouraged to complete the accompanying proxy and to return it in the enclosed envelope to CIBC Mellon Trust Company, 600 The Dome Tower, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1 (mailing address: Proxy Dept., CIBC Mellon Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1), to be received not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the meeting or an adjournment thereof.

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SHAW COMMUNICATIONS INC.

PROXY CIRCULAR

The information contained in this proxy circular is provided in connection with the solicitation of proxies by and on behalf of management of Shaw Communications Inc. (the Corporation) for use at the annual general meeting (the Meeting) of shareholders of the Corporation to be held on January 14, 2010, and any adjournments thereof, as set forth in the attached Notice of Meeting.

Unless otherwise noted, the information contained in this proxy circular is given as of November 24, 2009. All sums are expressed in Canadian dollars, unless otherwise noted.

BUSINESS OF THE MEETING

1. ELECTION OF DIRECTORS

Information concerning the nominees for election to the Board of Directors (the Board) of the Corporation is set forth below, along with certain other information relating to meetings of the Board and its committees.

The number of directors to be elected is 15. Directors will hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed. **Management of the Corporation recommends voting in favour of each nominee listed below.**

Nominees for Election to the Board of Directors

The following table sets out the name of each director, together with his or her municipality of residence, age, year first elected or appointed a director, biography and comparative ownership of securities of the Corporation for the years 2009 and 2008.

Nominee, Date of Board Appointment and Current Committee Appointments ⁽¹⁾⁽⁹⁾	Background/Principal Occupation	Year	Securities Owned/Controlled ⁽²⁾			
			Class A Shares	Class B Non-Voting Shares	Options ⁽³⁾	DSU ⁽⁴⁾
TER J. BISSONNETTE ⁽⁸⁾ Edmonton, AB Canada	President of the Corporation	2009	40,000	135,335	1,150,000	N/A
		2008	40,000	122,531	1,000,000	Nil
BRIAN I. BURNS Windsor, ON Canada	Corporate Director Former Member of the Copyright Board of Canada	2009	2,600	6,000	70,000	19,783
		2008	2,600	6,000	70,000	18,083

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ember of the Corporate
governance and Nominating
Committee and the Executive
Committee

Former Commissioner of the
Canadian Radio-television and
Telecommunications Commission

Other Positions:

Board member of several business
and community organizations,
including Carthy Foundation,
National Arts Centre, Ottawa Art
Gallery, RCMP Heritage Center and
Titian Trust

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Nominee, Date of Board Appointment and Current Committee Appointments ⁽¹⁾⁽⁹⁾	Background/Principal Occupation	Year	Securities Owned/Controlled ⁽²⁾			
			Class A Shares	Class B Non-Voting Shares	Options ⁽³⁾	DSU ⁽⁴⁾
GEORGE F. GALBRAITH Vernon, BC Canada Age: 65 Director since 1991 Member of the Corporate Governance and Nominating Committee	Corporate Director	2009	10,000	515,368	70,000	Nil
	Former President of Vercom Cable Services Ltd. which operated the cable television system serving Vernon, British Columbia Other Positions: Director of Okanagan Innovation Fund	2008	10,000	501,236	70,000	Nil
R. LYNDA HAVERSTOCK, C.M., S.O.M. Regina, SK Canada Age: 61 Director since 2007 Member of the Corporate Governance and Nominating Committee	President and Chief Executive Officer of	2009	Nil	Nil	70,000	2,131
	Tourism Saskatchewan, a public-private partnership responsible for tourism activities Former Lieutenant Governor of Saskatchewan (2000-2006) Other Positions: Former leader of the Liberal Party of Saskatchewan	2008	Nil	Nil	70,000	1,055
REGG KEATING Porters Lake, NS Canada Age: 46 Director since 2007 Member of the Audit Committee	Chairman and Chief Executive Officer of Altimax Venture Capital, parent company of the Keating Group which comprises a diverse portfolio of business interests	2009	10,000	250,620	70,000	7,113
		2008	10,000	250,620	70,000	3,707
MICHAEL W. O BRIEN ⁽⁵⁾	Corporate Director	2009	10,000	13,000	70,000	24,439

anmore, AB anada ge: 64 irector since 2003 eader Director since 2009 hair of the Corporate overnance and Nominating ommittee and Member of e Executive Committee	Until his retirement in 2002, served as Executive Vice-President, Corporate Development and Chief Financial Officer of Suncor Energy Inc., an integrated energy company <i>Other Public Board Memberships:</i> Suncor Energy Inc. (TSX, NYSE)	2008	10,000	13,000	70,000	22,714
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Name, Date of Board Appointment and Current Committee Appointments ⁽¹⁾⁽⁹⁾	Background/Principal Occupation	Year	Securities Owned/Controlled ⁽²⁾			
			Class A Shares	Class B Non-Voting Shares	Options ⁽³⁾	DSU ⁽⁴⁾
K. PEW ⁽⁵⁾	Founder and Co-CEO of G3 Capital Corp., a Toronto-based alternative asset manager	2009	Nil	25,000	70,000	7,200
	Corporate Director and Private Investor	2008	Nil	Nil	70,000	2,300
	From August 2004 to August 2007, Vice Chairman, Investment Banking, GMP Securities Ltd., an independent investment dealer					
Other Positions:						
	Director of several private companies and not-for-profit organizations					
JEFF C. ROYER ⁽⁵⁾	Corporate Director and Private Investor	2009	100,000 ⁽⁶⁾	14,965,572 ⁽⁶⁾	50,000	18,188
		2008	100,000 ⁽⁶⁾	14,965,572 ⁽⁶⁾	50,000	14,252
Other Positions:						
	Director of several private companies and not-for-profit organizations					
JEFF S. SHAW ⁽⁷⁾⁽⁸⁾	Senior Vice President, Operations of the Corporation	2009	4,426,400	3,671,312	850,000	5,119
		2008	4,386,400	891,045	600,000	3,489
JEFF S. SHAW ⁽⁷⁾⁽⁸⁾	Chief Executive Officer and Vice Chair of the Corporation	2009	4,464,000	4,379,268	1,050,000	N/A
		2008	4,424,000	1,594,495	1,500,000	N/A
Other Positions:						
	Director of United Acquisitions II Corp.					
	Director of Cable Television Laboratories, Inc. (also known as CableLabs)					

r of the Executive
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AW, O.C.⁽⁷⁾⁽⁸⁾
, AB

Founder and Executive Chair of the Corporation	2009	8,893,808	22,103,697	1,000,000	N/A
	2008	8,973,808	27,416,677	1,400,000	N/A

Other Positions:

Director and President of the Shaw Foundation

Director of several private companies, including Darian Resources Ltd.

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