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NUEVO ENERGY CO  
Form S-8  
October 02, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 2, 2001

REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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NUEVO ENERGY COMPANY  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION OR ORGANIZATION)

76-0304436  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

1021 MAIN STREET, SUITE 2100, HOUSTON, TEXAS 77002  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

NUEVO ENERGY COMPANY  
1999 STOCK INCENTIVE PLAN  
(FULL TITLE OF PLAN)

BRUCE K. MURCHISON  
1021 MAIN STREET, SUITE 2100  
HOUSTON, TEXAS 77002  
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(713) 652-0706  
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPY TO:  
HAYNES AND BOONE, LLP  
1000 LOUISIANA, SUITE 4300  
HOUSTON, TEXAS 77002  
ATTN: GEORGE G. YOUNG III  
(713) 547-2081

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CALCULATION OF REGISTRATION FEE

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE

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Common Stock, par value \$0.01 per share (1) (2) (3)	100,000	\$13.35	\$1,335,000
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- (1) Including preferred stock purchase rights issued under the Company's Shareholders Rights Plan, dated March 5, 1997.
- (2) In addition pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Stock Incentive Plan described herein.
- (3) Computed pursuant to Rule 457(c) and 457(h) of the Securities Act, based on the average of the high and low sale prices, as reported on the New York Stock Exchange on September 26, 2001 (\$13.35).

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of registering in accordance with Instruction E of Form S-8 an additional 100,000 shares of common stock, par value \$0.01 ("Common Stock"), to be issued pursuant to the 1999 Stock Incentive Plan (the "Plan") of Nuevo Energy Company (the "Company"). The contents of the Company's Registration Statement on Form S-8 (Registration No. 333-87899) filed with the Securities and Exchange Commission on September 28, 1999, (the "1999 Form S-8") are incorporated herein by reference.

NUEVO ENERGY COMPANY AMENDMENTS TO 1999 STOCK INCENTIVE PLAN

By means of the 1999 Form S-8, the Company registered 1,000,000 shares of Common Stock issuable under the Plan. On August 23, 2001, the board of directors of the Company amended the Plan to increase the number of shares of Common Stock issuable under the Plan by 100,000. This Registration Statement registers the additional 100,000 shares of Common Stock issuable under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	INCORPORATED BY REFERENCE FROM	FILED HERE
5.1	Opinion of Haynes and Boone, LLP		X
24.1	Power of attorney		Included in the pa
23.1	Consent of KPMG LLP		X

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23.2	Consent of Haynes and Boone, LLP	Included as Exhibit
99.1	Amendment to the 1999 Stock Incentive Plan	X
99.2	1999 Stock Incentive Plan	Exhibit 99.1 of the Company's Registration Statement on Form S-8, Reg. No. 33-87899

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas, on September 27, 2001.

NUEVO ENERGY COMPANY

By: /s/ Phillip A. Gobe  
-----  
Phillip A. Gobe  
Interim President and Chief  
Executive Officer

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POWER OF ATTORNEY

Each of the undersigned hereby appoints Phillip A. Gobe and Robert M. King, and each of them (with full power to act alone), as attorney and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933 any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite or desirable.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on September 27, 2001.

Signature  
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Title  
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/s/ Phillip A. Gobe  
-----  
Phillip A. Gobe

President and Chief Executive Officer  
(principal executive officer)

/s/ Robert M. King  
-----  
Robert M. King

Senior Vice President and Chief Financial Officer  
(principal accounting and financial officer)

/s/ Robert L. Gerry III  
-----  
Robert L. Gerry III

Director

/s/ Gary R. Petersen  
-----  
Gary R. Petersen

Director

/s/ Thomas D. Barrow  
-----  
Thomas D. Barrow

Director

/s/ Isaac Arnold, Jr.  
-----  
Isaac Arnold, Jr.

Director

/s/ David Ross  
-----  
David Ross

Director

/s/ Robert W. Shower  
-----  
Robert W. Shower

Director

/s/ Charles M. Elson  
-----  
Charles M. Elson

Director

/s/ David H. Batchelder  
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David H. Batchelder

Director

EXHIBIT INDEX

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