

INTER TEL INC  
Form S-8  
April 27, 2006

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As filed with the Securities and Exchange Commission on April 27, 2006  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
*Under The Securities Act of 1933*

**INTER-TEL, INCORPORATED**  
(Exact name of Registrant as specified in its charter)

**Arizona**  
(State or other jurisdiction of  
incorporation or organization)

**1615 S. 52<sup>nd</sup> Street**  
Tempe, AZ 85281  
(Address of principal executive  
offices)

**86-0220994**  
(I.R.S. Employer  
Identification Number)

**1997 Long-Term Incentive Plan**  
(Full title of the plan)

**Norman Stout**  
Director and Chief Executive Officer  
**INTER-TEL, INCORPORATED**  
1615 S. 52<sup>nd</sup> Street  
Tempe, AZ  
(Name and address of agent for service)

**(480) 449-8900**  
(Telephone number, including area code, of agent for service)

*Copies to:*  
**Robert G. Day, Esq.**  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
**650 Page Mill Road**  
**Palo Alto, CA 94304**  
**(650) 493-9300**

CALCULATION OF REGISTRATION FEE

	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Registration
of Securities to be Registered non Stock, no par value, able for issuance under the 1997	656,611	\$22.13(1)	\$14,530,801.43	\$1,554.8

Term Incentive Plan  
AL

656,611

\$22.13(1)

\$14,530,801.43

\$1,554.8

(1) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on April 24, 2006.

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Exhibit 23.1

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INTER-TEL, INCORPORATED  
**REGISTRATION STATEMENT ON FORM S-8**

Statement Under General Instruction E Registration of Additional Securities

Inter-Tel, Incorporated (the Registrant ) previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission on March 28, 2002 (SEC File No. 333-85098) (the Original Filing ). The Original Filing was filed in connection with, among other things, the Registrant s 1997 Long-Term Incentive Plan, as amended (the Plan ). This Registration Statement registers additional shares of the Registrant s Common Shares to be issued pursuant to the Plan. The contents of the Original Filing, including periodic reports that the Registrant filed, or that it will file, after the Original Filing to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit

Number

4.1\* 1997 Long-Term Incentive Plan, as amended

5.1 Opinion of John L. Gardner

23.1 Consent of Independent Auditors

23.2 Consent of Counsel (contained in Exhibit 5.1)

25.1 Power of Attorney (included on the signature page to this Registration Statement)

\* Incorporated by reference to the Registrant s Registration Statement on Form S-8 (SEC File No. 333-85098)

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Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tempe, State of Arizona, on this 26th day of April, 2006.

INTER-TEL, INCORPORATED

By: /s/ Kurt R. Kneip  
Kurt R. Kneip

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kurt R. Kneip and John L. Gardner, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Norman Stout Norman Stout	Director and Chief Executive Officer	April 26, 2006
/s/ Kurt R. Kneip Kurt R. Kneip	Sr. Vice President and Chief Financial Officer	April 26, 2006
/s/ Alexander L. Cappello Alexander L. Cappello	Chairman of the Board of Directors	April 26, 2006
/s/ J. Robert Anderson J. Robert Anderson	Director	April 26, 2006
/s/ Gerald W. Chapman Gerald W. Chapman	Director	April 26, 2006
/s/ Gary D. Edens Gary D. Edens	Director	April 26, 2006
/s/ Steven E. Karol	Director	April 26, 2006

Steven E. Karol

/s/ Robert Rodin

Director

April 26, 2006

Robert Rodin

/s/ Agnieszka Winkler

Director

April 26, 2006

Agnieszka Winkler

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Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tempe, State of Arizona, on April 26, 2006  
Inter-Tel, Incorporated 1997 Long-Term Incentive Plan

By:  
Kurt R. Kneip  
Plan Administrator  
April 26, 2006

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
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5.1	Opinion of John L. Gardner, General Counsel
23.1	Consent of Independent Auditors
23.2	Consent of Counsel (contained in Exhibit 5.1)
25.1	Power of Attorney (included on the signature page to this Registration Statement)
	Incorporated by reference to the Registrant's Registration Statement on Form S-8 (SEC File No. 333-85098)