

QUESTAR CORP
Form S-8 POS
August 27, 2010

As filed with the Securities and Exchange Commission on August 27, 2010

Registration No. 333-89486

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 POS
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

QUESTAR CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Utah

87-0407509

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification Number)

180 East 100 South Street

P.O. Box 45433

Salt Lake City, Utah 84145-0433

(Address of Principal Executive Offices including Zip Code)

QUESTAR CORPORATION EMPLOYEE INVESTMENT PLAN

(Full Title of the Plan)

Thomas C. Jepperson, Esq.

Executive Vice President, General Counsel and

Corporate Secretary

Questar Corporation

180 East 100 South Street

P.O. Box 45433

Salt Lake City, Utah 84145-0433

(801) 324-5000

Copy to:

Michael E. Dillard, Esq.

Latham & Watkins LLP

717 Texas Avenue, 16th Floor

Houston, Texas 77002

(813) 546-5400

(Name, Address, Including Zip Code, and Telephone Number,

Including Area Code, of Agent for Service)

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**EXPLANATORY NOTE TO
POST-EFFECTIVE AMENDMENT NO. 1**

On June 18, 2007, Questar Corporation (the *Company*) effected a two-for-one stock split of the Company's common stock, no par value (the *Common Stock*), in the form of a stock dividend (the *Stock Split*). Pursuant to Rule 416(b) promulgated under the Securities Act of 1933, as amended (the *Securities Act*), the Company hereby amends its Registration Statement on Form S-8 (Registration No. 333-89486), filed on May 31, 2002, to reflect that, as a result of the Stock Split, the number of shares registered for issuance under the Questar Corporation Employee Investment Plan (the *Plan*) increased from 2,000,000 to 4,000,000. Such Registration Statement is further amended to reflect that, in accordance with Rule 416(a) of the Securities Act, the number of shares registered shall include such additional shares that may be issued from time to time under the Plan as the result of any future stock split, stock dividend or similar adjustment of the Company's outstanding Common Stock.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8.

Exhibits.

Exhibit

Description

23.1*

Consent of Ernst & Young LLP.

24.1*

Power of Attorney (included on the signature page of this registration statement).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant, Questar Corporation, a Utah corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement and has duly caused this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Salt Lake, State of Utah, on this 10th day of August 2010.

QUESTAR CORPORATION

By:

/s/Ronald W. Jibson

Ronald W. Jibson
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ronald W. Jibson and Martin H. Craven, or any of them, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments (including, without limitation, post-effective amendments) and supplements to this Registration Statement, and any related registration statements, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement has been signed by the following persons on behalf of the registrant and in the capacities on the dates indicated:

| Signature | Title | Date |
|--------------------------------|---|-----------------|
| <u>/s/</u> Ronald W. Jibson | President and Chief Executive Officer and Director (Principal Executive Officer) | August 10, 2010 |
| <u>/s/</u> Martin H. Craven | Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 10, 2010 |

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|-----------------------------------|------------------------------------|-----------------|
| <u>/s/</u> Keith O. Rattie | Chairman of the Board of Directors | August 10, 2010 |
| <u>/s/</u> Teresa Beck | Director | August 10, 2010 |
| <u>/s/</u> R. D. Cash | Director | August 10, 2010 |
| <u>/s/</u> Gary G. Michael | Director | August 10, 2010 |
| <u>/s/</u> Harris H. Simmons | Director | August 10, 2010 |
| <u>/s/</u> Bruce A. Williamson | Director | August 10, 2010 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee (or other persons who administer the Questar Corporation Employee Investment Plan) has duly caused this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Salt Lake, State of Utah, on this 27th day of August 2010.

QUESTAR CORPORATION EMPLOYEE INVESTMENT PLAN

By:

/s/ Ronald W. Jibson

—

Ronald W. Jibson

Chairman, Employee Benefits Committee

INDEX TO EXHIBITS

| <u>EXHIBIT</u> | <u>DESCRIPTION</u> |
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