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WILLBROS GROUP INC
Form S-3MEF
May 09, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 9, 2002.

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

WILLBROS GROUP, INC.
(Exact Name of Registrant as Specified in its Charter)

REPUBLIC OF PANAMA
(State or Other Jurisdiction of
Incorporation or Organization)

98-0160660
(I.R.S. Employ
Identification Nu

PLAZA 2000 BUILDING
50TH STREET, 8TH FLOOR
APARTADO 6307
PANAMA 5, REPUBLIC OF PANAMA
(50-7) 213-0947
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

LARRY J. BUMP
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
WILLBROS GROUP, INC.
C/O WILLBROS USA, INC.
4400 POST OAK PARKWAY
SUITE 1000
HOUSTON, TEXAS 77027
(713) 403-8000
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent for Service)

WITH COPIES TO:

ROBERT A. CURRY, ESQ.
ROBERT J. MELGAARD, ESQ.
CONNER & WINTERS, P.C.
3700 FIRST PLACE TOWER
15 EAST FIFTH STREET
TULSA, OKLAHOMA 74103-4344
(918) 586-5711

JAMES M. PRINCE,
T. MARK KELLY, E
VINSON & ELKINS L
2300 FIRST CITY T
1001 FANNIN
HOUSTON, TEXAS 7700
(713) 758-222

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(918) 586-8548 (FACSIMILE)

(713) 615-5962 (FAC)

 APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box: []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-83150

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING
Common Stock (\$0.05 par value) (1).....	741,750 (2)	\$17.75 (3)	\$13,1
Preferred Share Purchase Rights(1).....	741,750 (2)	-- (1)	

(1) Each share of common stock is accompanied by a preferred share purchase right pursuant to the Rights Agreement, dated April 1, 1999, with Mellon Investor Services, LLC, as Rights Agent.

(2) Includes 96,750 shares of common stock and accompanying preferred share purchase rights that the Underwriters have the option to purchase to cover over-allotments, if any.

(3) Estimated solely for the purpose of computing the amount of the registration fee.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Reg. No. 333-83150) filed by Willbros Group, Inc. with the Securities and Exchange Commission on February 21, 2002, as amended by Amendment No. 1 thereto filed on April 3, 2002, Amendment No. 2 thereto filed on April 22, 2002, Amendment No. 3 thereto filed on April 26, 2002, and Amendment No. 4 thereto filed on May 8, 2002, which was declared effective by the Securities and Exchange Commission on May 8, 2002, including the exhibits thereto, are incorporated herein by reference.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. Exhibits. All exhibits filed with or incorporated by reference in the Registration Statement on Form S-3 (Reg. No. 333-83150), as amended, are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except the following which are filed herewith:

EXHIBIT NUMBER -----	DESCRIPTION -----
5	-- Opinion of Arias, Fabrega & Fabrega, regarding the legality of the common stock.
23.1	-- Consent of KPMG LLP.
23.2	-- Consent of Arias, Fabrega & Fabrega (included in Exhibit 5).
23.3	-- Consent of Sidley Austin Brown & Wood LLP.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 the 8th day of May, 2002.

WILLBROS GROUP, INC.

By: /s/ LARRY J. BUMP

Larry J. Bump
Chairman of the Board and
Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

SIGNATURE -----	TITLE -----	D -----
<p align="center">/s/ LARRY J. BUMP ----- Larry J. Bump</p>	<p align="center">Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer and Authorized Representative in the United States)</p>	May 8
<p align="center">/s/ MICHAEL F. CURRAN ----- Michael F. Curran</p>	<p align="center">Director, Vice Chairman of the Board, President and Chief Operating Officer</p>	May 8
<p align="center">/s/ WARREN L. WILLIAMS ----- Warren L. Williams</p>	<p align="center">Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)</p>	May 8
<p align="center">/s/ PETER A. LEIDEL* ----- Peter A. Leidel</p>	Director	May 8
<p align="center">/s/ RODNEY B. MITCHELL* ----- Rodney B. Mitchell</p>	Director	May 8
<p align="center">/s/ MICHAEL J. PINK* ----- Michael J. Pink</p>	Director	May 8
<p align="center">/s/ JAMES B. TAYLOR, JR.* ----- James B. Taylor, Jr.</p>	Director	May 8
<p align="center">/s/ GUY E. WALDVOGEL* ----- Guy E. Waldvogel</p>	Director	May 8

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SIGNATURE -----	TITLE -----	D -----
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/s/ JOHN H. WILLIAMS*

Director

May 8

John H. Williams

*By: /s/ LARRY J. BUMP

Larry J. Bump
Attorney-in-Fact

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INDEX TO EXHIBITS

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