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HANSON PLC
Form S-8 POS
September 04, 2007

As filed with the Securities and Exchange Commission on September 4, 2007

Registration No.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO.1 TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

HANSON PLC

(Exact name of Registrant as specified in its charter)

England and Wales

(State or other jurisdiction of
incorporation or organization)

Not Applicable

(I.R.S. Employer
Identification Number)

Hanson PLC

1 Grosvenor Place
London SW1X 7JH
England, UK

(Address, including zip code, of registrant's principal executive offices)

**The Hanson Building Materials America Retirement Savings and Investment Plan
The 401(k) Retirement Plan of Hanson Building Materials America**

(Full title of the plans)

**HBMA Holdings, Inc.
8505 Freeport Parkway
Suite 138
Irving, Texas 75063
Attention: Michael H. Hyer
(469) 417-1300**

(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Graham Dransfield
Hanson PLC
1 Grosvenor Place
London SW1X 7JH
+44 (0) 207 259 4114**

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DEREGISTRATION OF SHARES

Pursuant to the Registration Statement on Form S-8, file no. 333-132117 (the "Registration Statement"), which was originally filed on March 1, 2006, Hanson PLC, a public limited company under the laws of England and Wales (the "Registrant") registered 3,500,000 ordinary shares of £0.10 each (the "Ordinary Shares"), to be offered under the Hanson Building Materials America Retirement Savings and Investment Plan or the 401(k) Retirement Plan of Hanson Building Materials America (the "Plans").

On May 15, 2007, the Registrant and HeidelbergCement announced that they had reached agreement on the terms of the acquisition of the entire issued and to be issued share capital of the Registrant by HeidelbergCement. The acquisition was implemented by way of a English court approved procedure known as a scheme of arrangement (the "Scheme of Arrangement"), which became effective on August 23, 2007. Under the terms of the Scheme of Arrangement, the Ordinary Shares were cancelled and each holder of Ordinary Shares of the Registrant became entitled to receive 1100 pence in cash for each Ordinary Share (or a loan note in certain cases). As a result of the Scheme of Arrangement, the Registrant has terminated all offerings of its Ordinary Shares under its existing registration statements (including the Registration Statement).

In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Registrant hereby amends the Registration Statement to deregister all Ordinary Shares registered under the Registration Statement that were not sold prior to the date hereof.

SIGNATURES

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England on September 4, 2007.

HANSON PLC

By: /s/ Graham Dransfield
Name: Graham Dransfield
Title: Legal Director
Attorney in Fact

Pursuant to the requirements of the Securities Act, the Registrant has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed by the following persons in the capacities indicated on September 4, 2007.

By: _____*
Name: Alan J. Murray
Title: Director and Chief Executive

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By: /s/ Pavi Binning
Name: Pavi Binning
Title: Director and Finance Director

By: /s/ Graham Dransfield
Name: Graham Dransfield
Title: Director and Legal Director

Authorized Representative in the United States:

By: _____*
Michael H. Hyer

*By: /s/ Graham Dransfield
Name: Graham Dransfield
Title: Attorney in Fact