

LACLEDE GROUP INC
Form POS AM
December 02, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON December 2, 2008
Registration No. 333-86722

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 2 to

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

THE LACLEDE GROUP, INC.
(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation or organization)

74-2976504
(I.R.S. Employer
Identification No.)

MARK C. DARRELL OR MARY C. KULLMAN

720 Olive Street
St. Louis, MO 63101
314-342-0500

(Names, address, including zip code, and telephone number, including area code, of agents for service
and address, including zip code, and telephone number of registrant's principal executive offices)

Approximate date of commencement of proposed sale to the public: From time to time 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 of 1933, other than securities offered only in connection with dividend or interest
reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Deregistration of Securities

This post-effective amendment no. 2 amends the prior post-effective amendment to Form S-3 (File No. 333-86722) to note that it deregisters \$362.4 million in securities that were registered but not sold thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 post-effective amendment no. 2 to its registration statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of St. Louis, State of Missouri on December 2, 2008.

THE LACLEDE GROUP, INC.

By: /s/ Douglas H. Yaeger
 Douglas H. Yaeger
 Chairman of the Board, President and
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment no. 2 to the registration statement has been signed by the following persons in the capacities indicated below on December 2, 2008.

| Signature | Title | Date |
|-------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| <p style="text-align: center;">/s/ Douglas H. Yaeger Douglas H. Yaeger</p> | <p style="text-align: center;">Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)</p> | <p style="text-align: center;">December 2, 2008</p> |
| <p style="text-align: center;">/s/ Mark D. Waltermire Mark D. Waltermire</p> | <p style="text-align: center;">Chief Financial Officer (Principal Financial & Accounting Officer)</p> | <p style="text-align: center;">December 2, 2008</p> |
| <p>* _____ Arnold W. Donald</p> | <p style="text-align: center;">Director</p> | <p style="text-align: center;">December 2, 2008</p> |
| <p>* _____ Edward L. Glotzbach</p> | <p style="text-align: center;">Director</p> | <p style="text-align: center;">December 2, 2008</p> |
| <p>* _____ Anthony V. Leness</p> | <p style="text-align: center;">Director</p> | <p style="text-align: center;">December 2, 2008</p> |

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* _____ Director December 2, 2008
W. Stephen Maritz

* _____ Director December 2, 2008
William E. Nasser

* _____ Director December 2, 2008
Brenda D. Newberry

* _____ Director December 2, 2008
John P. Stupp, Jr.

* _____ Director December 2, 2008
Mary Ann Van Lokeren

*By: /s/ M. C.Kullman
M. C. Kullman
As Attorney-in-Fact for each of the persons indicated

Exhibit Index

Exhibit No. Description of Exhibit

24.1 Power of Attorney, filed as Exhibit 24.1 to Registration Statement on Form S-3, No. 333-155714, incorporated herein by reference (SEC File No. 1-16681)