

PLACER SIERRA BANCSHARES
Form S-8 POS
June 21, 2007

As filed with the Securities and Exchange Commission on June 21, 2007

Registration No. 333-118310

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

PLACER SIERRA BANCSHARES

(Exact Name of Registrant as Specified in Its Charter)

California
(State or Other Jurisdiction of

94-3411134
(IRS Employer

Incorporation or Organization)

Identification Number)

Sixth and Marquette, Minneapolis, Minnesota 55479

(Address of Principal Executive Offices, including Zip Code)

PLACER SIERRA BANCSHARES 2002 STOCK OPTION PLAN

SOUTHLAND CAPITAL CO. 2002 STOCK OPTION PLAN

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JOSEPH F. HEITZLER NONSTATUTORY STOCK OPTION AGREEMENTS
JAYNIE M. STUDENMUND NONSTATUTORY STOCK OPION AGREEMENTS

(Full Title of the Plan)

Laurel A. Holschuh

Executive Vice President

Placer Sierra Bancshares

MAC N9305-173

Sixth and Marquette

Minneapolis, Minnesota 55479

612-667-8655

(Name, Address and Telephone Number of Agent For Service)

Copies to:

Jeannine E. Zahn

Wells Fargo & Company

MAC N9305-173

Sixth and Marquette

Minneapolis, Minnesota 55479

612-667-8573

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-118310) (the Registration Statement) of Placer Sierra Bancshares is being filed to de-reregister all securities registered pursuant to the Registration Statement but unissued as of the filing date hereof.

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-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Minneapolis, state of Minnesota, on the 21st day of June, 2007.

PLACER SIERRA BANCSHARES

/s/ Jon R. Campbell
Jon R. Campbell
President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed on June 21, 2007, by the following persons in the capacities indicated:

/s/ Jon R. Campbell
Jon R. Campbell

President; Director
(Principal Executive Officer)

/s/ Howard I. Atkins
Howard I. Atkins

Executive Vice President
(Principal Financial Officer)

/s/ Richard D. Levy
Richard D. Levy

Executive Vice President; Director
(Principal Accounting Officer)

/s/ James M. Strother
James M. Strother

Director