

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

PPG INDUSTRIES INC

CIK: **79879** | IRS No.: **250730780** | State of Incorporation: **PA** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-124537** | Film No.: **05790753**
SIC: **2851** Paints, varnishes, lacquers, enamels & allied prods

Mailing Address
*ONE PPG PL 40 EAST
PITTSBURGH PA 15272*

Business Address
*ONE PPG PL 40 EAST
PITTSBURGH PA 15272
4124343131*

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PPG INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State of Incorporation)

25-0730780
(I.R.S. Employer Identification No.)

One PPG Place
Pittsburgh, Pennsylvania
(Address of principal executive offices)

15272
(Zip Code)

PPG INDUSTRIES, INC. STOCK PLAN
(Full title of plan)

James C. Diggs, Esq.
Senior Vice President, General Counsel and Secretary
PPG Industries, Inc.
One PPG Place
Pittsburgh, Pennsylvania 15272
(Name and address of agent for service)

(412) 434-3131
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
PPG Industries, Inc. Common Stock, par value \$1.66 2/3 per share	7,500,000 shares	\$ 68.40 (a)	\$ 513,000,000 (a)	\$60,380.10

- (a) Estimated solely for the purpose of calculating the registration fee as permitted by Rule 457(c) based on the average of the high and low prices of shares of Common Stock reported in the consolidated reporting system on April 25, 2005.

This Registration Statement is being filed to register an additional 7,500,000 shares of Common Stock, par value \$1.66 2/3 per share, of PPG Industries, Inc. ("PPG") for offer and sale under the PPG Industries, Inc. Stock Plan (the "Plan"). Pursuant to General Instruction E of Form S-8, this Registration Statement incorporates by reference the contents of that certain Registration Statement on Form S-8 relating to the Plan and filed by PPG with the Securities and Exchange Commission on July 31, 1992 (File No. 33-50400), except for Items 5 and 8 thereof which are superseded by Items 5 and 8, respectively, of Part II of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The validity of the Common Stock registered pursuant to this Form S-8 has been passed upon for the Registrant by James C. Diggs, Esq., Senior Vice President, General Counsel and Secretary of the Registrant. Mr. Diggs owns shares of the Registrant's Common Stock and holds options to purchase additional shares of the Registrant's Common Stock pursuant to grants of awards under the Plan. In addition, as Mr. Diggs continues to be an eligible participant under the terms of the Plan, he may be granted additional awards under the Plan after the date hereof.

Item 8. Exhibits.

Exhibit No.	Description
5	Opinion and consent of James C. Diggs, Esq., Senior Vice President, General Counsel and Secretary of the Registrant
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of James C. Diggs, Esq., Senior Vice President, General Counsel and Secretary of the Registrant (contained in Exhibit 5 filed herewith)
24	Powers of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on the 2nd day of May, 2005.

PPG INDUSTRIES, INC.

By: /s/ James C. Diggs
 James C. Diggs
 Senior Vice President, General Counsel &
 Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Capacity	Date
<u>/s/ Raymond W. LeBoeuf</u>		
Raymond W. LeBoeuf	Director and Chairman of the Board of Directors)
)
<u>/s/ Charles E. Bunch</u>)
Charles E. Bunch	Director, President and Chief Executive Officer)
)
<u>/s/ W. H. Hernandez</u>)
W. H. Hernandez	Senior Vice President, Finance (Principal Financial and Accounting Officer)) May 2, 2005
)
JAMES G. BERGES,)
ERROLL B. DAVIS, JR.,)
VICTORIA F. HAYNES,)
MICHELE J. HOOPER,)
ROBERT MEHRABIAN,)
ROBERT RIPP,)
THOMAS J. USHER,)
DAVID R. WHITWAM,)
Directors)
	By: <u>/s/ James C. Diggs</u>)
	James C. Diggs)
	Attorney-in-fact)

EXHIBIT INDEX

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24	Powers of Attorney

May 2, 2005

PPG Industries, Inc.
One PPG Place
Pittsburgh, Pennsylvania 15272

RE: PPG Industries, Inc. Stock Plan

Ladies and Gentlemen:

This opinion is submitted in connection with the Registration Statement on Form S-8 (the "Registration Statement") being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), in respect of 7,500,000 shares of Common Stock, par value \$1.66-2/3 per share (the "Shares"), of PPG Industries, Inc. (the "Corporation") issuable pursuant to the PPG Industries, Inc. Stock Plan (the "Plan"). This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

I am Senior Vice President, General Counsel and Secretary of the Corporation and, in that capacity, I, or lawyers in the Law Department of the Corporation acting under my supervision, have examined the written documents constituting the Plan and such other documents and corporate records as I, or they, have deemed necessary or appropriate for the purposes of this opinion. In my examination, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies and the authenticity of the originals of all documents submitted to me as copies. I also have assumed the due execution and delivery of all documents where due execution and delivery are prerequisites to the effectiveness thereof.

Based on the foregoing, I am of the opinion that the Shares have been duly and validly authorized and reserved for issuance, and that all such Shares, upon their issuance (or transfer in the case of Shares acquired by the Corporation and held in its treasury) under the terms of the Plan and as authorized by the Corporation's Board of Directors, will be legally issued, fully paid and nonassessable.

The opinions expressed in this opinion letter are limited to the law of the Commonwealth of Pennsylvania and federal law of the United States. The foregoing opinions are rendered as of the date of this letter. I assume no obligation to update or supplement any of such opinions to reflect any changes of law or fact that may occur.

I am furnishing this opinion letter to you solely in connection with the Registration Statement. You may not rely on this opinion letter in any other connection, and it may not be furnished to or relied upon by any other person for any purpose, without my specific prior written consent. I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. I also consent to a reference to me and this opinion in the documents constituting a prospectus relating to the Plan meeting the requirements of the Act. In giving my consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations thereunder.

Very truly yours,

/s/ James C. Diggs

James C. Diggs

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the financial statements and financial statement schedule of PPG Industries, Inc. and management's report on the effectiveness of internal control over financial reporting dated February 17, 2005, appearing in the Annual Report on Form 10-K of PPG Industries, Inc. for the year ended December 31, 2004.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania

May 2, 2005

PPG INDUSTRIES, INC.

POWER OF ATTORNEY
(PPG Industries, Inc. Stock Plan)

I, JAMES G. BERGES, a Director of PPG Industries, Inc. (the "Corporation"), a Pennsylvania corporation, hereby constitute and appoint Raymond W. LeBoeuf, Charles E. Bunch, W. H. Hernandez, James C. Diggs and J. Christopher Clifton, or any one or more of them, my true and lawful attorneys or attorneys-in-fact, with full power of substitution and revocation, to sign, in my name and on my behalf as a Director of the Corporation, a Registration Statement to be filed by the Corporation with the Securities and Exchange Commission (and any and all amendments thereto, including post-effective amendments) for the purpose of effecting the registration or deregistration, or maintaining the effectiveness of the registration, under the Securities Act of 1933, as amended, of Common Stock of the Corporation to be distributed, or which may be distributed, under the PPG Industries, Inc. Stock Plan.

WITNESS my hand this 21st day of April, 2005.

/s/ James G. Berges _____

JAMES G. BERGES

PPG INDUSTRIES, INC.

POWER OF ATTORNEY
(PPG Industries, Inc. Stock Plan)

I, ERROLL B. DAVIS, JR., a Director of PPG Industries, Inc. (the "Corporation"), a Pennsylvania corporation, hereby constitute and appoint Raymond W. LeBoeuf, Charles E. Bunch, W. H. Hernandez, James C. Diggs and J. Christopher Clifton, or any one or more of them, my true and lawful attorneys or attorneys-in-fact, with full power of substitution and revocation, to sign, in my name and on my behalf as a Director of the Corporation, a Registration Statement to be filed by the Corporation with the Securities and Exchange Commission (and any and all amendments thereto, including post-effective amendments) for the purpose of effecting the registration or deregistration, or maintaining the effectiveness of the registration, under the Securities Act of 1933, as amended, of Common Stock of the Corporation to be distributed, or which may be distributed, under the PPG Industries, Inc. Stock Plan.

WITNESS my hand this 21st day of April, 2005.

/s/ Erroll B. Davis, Jr. _____

ERROLL B. DAVIS, JR.

PPG INDUSTRIES, INC.

POWER OF ATTORNEY
(PPG Industries, Inc. Stock Plan)

I, VICTORIA F. HAYNES, a Director of PPG Industries, Inc. (the "Corporation"), a Pennsylvania corporation, hereby constitute and appoint Raymond W. LeBoeuf, Charles E. Bunch, W. H. Hernandez, James C. Diggs and J. Christopher Clifton, or any one or more of them, my true and lawful attorneys or attorneys-in-fact, with full power of substitution and revocation, to sign, in my name and on my behalf as a Director of the Corporation, a Registration Statement to be filed by the Corporation with the Securities and Exchange Commission (and any and all amendments thereto, including post-effective amendments) for the purpose of effecting the registration or deregistration, or maintaining the effectiveness of the registration, under the Securities Act of 1933, as amended, of Common Stock of the Corporation to be distributed, or which may be distributed, under the PPG Industries, Inc. Stock Plan.

WITNESS my hand this 21st day of April, 2005.

/s/ Victoria F. Haynes _____

VICTORIA F. HAYNES

PPG INDUSTRIES, INC.

POWER OF ATTORNEY
(PPG Industries, Inc. Stock Plan)

I, MICHELE J. HOOPER, a Director of PPG Industries, Inc. (the "Corporation"), a Pennsylvania corporation, hereby constitute and appoint Raymond W. LeBoeuf, Charles E. Bunch, W. H. Hernandez, James C. Diggs and J. Christopher Clifton, or any one or more of them, my true and lawful attorneys or attorneys-in-fact, with full power of substitution and revocation, to sign, in my name and on my behalf as a Director of the Corporation, a Registration Statement to be filed by the Corporation with the Securities and Exchange Commission (and any and all amendments thereto, including post-effective amendments) for the purpose of effecting the registration or deregistration, or maintaining the effectiveness of the registration, under the Securities Act of 1933, as amended, of Common Stock of the Corporation to be distributed, or which may be distributed, under the PPG Industries, Inc. Stock Plan.

WITNESS my hand this 20th day of April, 2005.

/s/ Michele J. Hooper _____

MICHELE J. HOOPER

PPG INDUSTRIES, INC.

POWER OF ATTORNEY
(PPG Industries, Inc. Stock Plan)

I, ROBERT MEHRABIAN, a Director of PPG Industries, Inc. (the "Corporation"), a Pennsylvania corporation, hereby constitute and appoint Raymond W. LeBoeuf, Charles E. Bunch, W. H. Hernandez, James C. Diggs and J. Christopher Clifton, or any one or more of them, my true and lawful attorneys or attorneys-in-fact, with full power of substitution and revocation, to sign, in my name and on my behalf as a Director of the Corporation, a Registration Statement to be filed by the Corporation with the Securities and Exchange Commission (and any and all amendments thereto, including post-effective amendments) for the purpose of effecting the registration or deregistration, or maintaining the effectiveness of the registration, under the Securities Act of 1933, as amended, of Common Stock of the Corporation to be distributed, or which may be distributed, under the PPG Industries, Inc. Stock Plan.

WITNESS my hand this 20th day of April, 2005.

/s/ Robert Mehrabian _____

ROBERT MEHRABIAN

PPG INDUSTRIES, INC.

POWER OF ATTORNEY
(PPG Industries, Inc. Stock Plan)

I, ROBERT RIPP, a Director of PPG Industries, Inc. (the "Corporation"), a Pennsylvania corporation, hereby constitute and appoint Raymond W. LeBoeuf, Charles E. Bunch, W. H. Hernandez, James C. Diggs and J. Christopher Clifton, or any one or more of them, my true and lawful attorneys or attorneys-in-fact, with full power of substitution and revocation, to sign, in my name and on my behalf as a Director of the Corporation, a Registration Statement to be filed by the Corporation with the Securities and Exchange Commission (and any and all amendments thereto, including post-effective amendments) for the purpose of effecting the registration or deregistration, or maintaining the effectiveness of the registration, under the Securities Act of 1933, as amended, of Common Stock of the Corporation to be distributed, or which may be distributed, under the PPG Industries, Inc. Stock Plan.

WITNESS my hand this 14th day of April, 2005.

/s/ Robert Ripp _____

ROBERT RIPP

PPG INDUSTRIES, INC.

POWER OF ATTORNEY
(PPG Industries, Inc. Stock Plan)

I, THOMAS J. USHER, a Director of PPG Industries, Inc. (the "Corporation"), a Pennsylvania corporation, hereby constitute and appoint Raymond W. LeBoeuf, Charles E. Bunch, W. H. Hernandez, James C. Diggs and J. Christopher Clifton, or any one or more of them, my true and lawful attorneys or attorneys-in-fact, with full power of substitution and revocation, to sign, in my name and on my behalf as a Director of the Corporation, a Registration Statement to be filed by the Corporation with the Securities and Exchange Commission (and any and all amendments thereto, including post-effective amendments) for the purpose of effecting the registration or deregistration, or maintaining the effectiveness of the registration, under the Securities Act of 1933, as amended, of Common Stock of the Corporation to be distributed, or which may be distributed, under the PPG Industries, Inc. Stock Plan.

WITNESS my hand this 21st day of April, 2005.

/s/ Thomas J. Usher _____

THOMAS J. USHER

PPG INDUSTRIES, INC.

POWER OF ATTORNEY
(PPG Industries, Inc. Stock Plan)

I, DAVID R. WHITWAM, a Director of PPG Industries, Inc. (the "Corporation"), a Pennsylvania corporation, hereby constitute and appoint Raymond W. LeBoeuf, Charles E. Bunch, W. H. Hernandez, James C. Diggs and J. Christopher Clifton, or any one or more of them, my true and lawful attorneys or attorneys-in-fact, with full power of substitution and revocation, to sign, in my name and on my behalf as a Director of the Corporation, a Registration Statement to be filed by the Corporation with the Securities and Exchange Commission (and any and all amendments thereto, including post-effective amendments) for the purpose of effecting the registration or deregistration, or maintaining the effectiveness of the registration, under the Securities Act of 1933, as amended, of Common Stock of the Corporation to be distributed, or which may be distributed, under the PPG Industries, Inc. Stock Plan.

WITNESS my hand this 21st day of April, 2005.

/s/ David R. Whitwam _____

DAVID R. WHITWAM