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WEST PHARMACEUTICAL SERVICES INC

Form S-8

May 08, 2002

Registration No. _____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

WEST PHARMACEUTICAL SERVICES, INC.

(Exact name of issuer as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

3-12 10010
(I.R.S. Employer
Identification No.)

101 Gordon Drive
Lionville, Pennsylvania
(Address of Principal Executive Offices)

19341
(Zip Code)

1998 KEY EMPLOYEE INCENTIVE COMPENSATION PLAN
(Full title of the plan)

John R. Gailey III, Esquire
Vice President, General Counsel and Secretary
West Pharmaceutical Services, Inc.
101 Gordon Drive
Lionville, Pennsylvania 19341
(Name and address of agent for service)

(610) 594-3319
(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 (1)	Proposed maximum aggregate offering price (1)
Common Stock, Par value \$.25 per share	400,000 Shares	\$28.865	\$11,546,000

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- (1) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(h) under the Securities Act of 1933 on the basis of \$28.865 per share, the average of the high and low prices of the Company's Common Stock as reported in the consolidated reporting system of the New York Stock Exchange on May 3, 2002.

INCORPORATION OF PREVIOUSLY FILED REGISTRATION STATEMENT BY REFERENCE

The shares of the common stock, par value, \$.25 per share, ("Common Stock") of West Pharmaceutical Services, Inc. (the "Company") being registered hereby will be offered and sold pursuant to the terms of the Company's 1998 Key Employee Incentive Compensation Plan (the "Plan"). A Registration Statement on Form S-8 (No. 33-53817) has been filed with the Commission and is currently effective.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are incorporated by reference in this registration statement:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2001 (Commission File No. 1-8036).
- (b) The description of the Common Stock contained in the Company's Registration Statement on Form 8-A filed on October 17, 1980 (Commission File No. 1-8036).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

ITEM 8. EXHIBITS.

The following exhibits are filed herewith:

Exhibit No.	Description
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5	Opinion of General Counsel regarding legality of securities being registered.
23(a)	Consent of PricewaterhouseCoopers LLP
23(b)	Consent of General Counsel (contained in opinion filed as Exhibit 5)
24	Powers of Attorney

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Pursuant to the requirements of the Securities Act of 1933, the Company 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 Borough of Lionville, Commonwealth of Pennsylvania, on the 2nd day of May, 2002.

WEST PHARMACEUTICAL SERVICES, INC.

By: /s/J. R. Gailey
John R. Gailey III
Vice President

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 -----	DATE -----
/s/Donald E. Morel, Jr. Donald E. Morel, Jr.	President and Chief Executive Officer (Principal Executive Officer)	May 2,
/s/L. R. Altemus Linda R. Altemus	Vice President and Chief Financial Officer (Principal Financial Officer)	May 2,
/s/Joseph E. Abbott Joseph E. Abbott	Vice President and Controller (Principal Accounting Officer)	May 2,
/s/Donald E. Morel, Jr. Donald E. Morel, Jr.	Director	May 2,
/s/William G. Little William G. Little	Director	May 2,
/s/ Tenley E. Albright*	Director	-----
/s/ John W. Conway*	Director	
/s/ George W. Ebright*	Director	
/s/ L. Robert Johnson*	Director	
/s/ William H. Longfield*	Director	
/s/ John P. Neafsey*	Director	
/s/ Anthony Welters*	Director	
/s/Geoffrey F. Worden*	Director	

By: /s/J.
John R.
Attorn
May 2,

*Powers of attorney authorizing John R. Gailey III to execute this Registration Statement, and amendments thereto, for each of the directors of Registrant on

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whose behalf this Registration Statement is filed, have been executed and filed in Exhibit 24 to this Registration Statement.

Page 3

EXHIBIT INDEX

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Page 4