

FIRST BANCTRUST CORP
Form S-8 POS
November 03, 2008

As filed with the Securities and Exchange Commission on November 3, 2008

Registration No. 333-114943

**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
FIRST BANCTRUST CORPORATION
(Exact name of registrant as specified in its charter)**

Delaware
(State or other jurisdiction of
incorporation or organization)

37-140661
(I.R.S. employer
identification no.)

101 South Central Avenue
Paris, Illinois 61944
(Address of principal executive offices, including zip code)

FIRST BANCTRUST CORPORATION
2002 Stock Option Plan
(Full title of the plan)

Terry J. Howard
President and Chief Executive Officer
First BancTrust Corporation
101 South Central Avenue
Paris, Illinois 61944

(Name and address of agent for service)
(217) 465-6381
(Telephone number, including area code, of agent for service)

With a copy to:
Timothy E. Kraepel
Howard & Howard Attorneys, P.C.
The Pinehurst Office Center, Suite 101
39400 Woodward Avenue
Bloomfield Hills, Michigan 48304-5151
(248) 645-1483

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
(Do not check if a smaller reporting company)

DEREGISTRATION OF SHARES

The shares of common stock of First BancTrust Corporation previously registered for sale under this Registration Statement are hereby withdrawn from registration. No securities remain unsold under this Registration Statement.

SIGNATURES

The Registrant. 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 of this Post-Effective Amendment No. 1 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 Paris, State of Illinois, on November 3, 2008.

FIRST BANCTRUST CORPORATION
(Registrant)

By: /s/ Terry J. Howard
Terry J. Howard
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------|---|---------------------|
| /s/ Terry J. Howard | President, Chief Executive Officer and Director (Principal Executive Officer) | November 3, 2008 |
| Terry J. Howard | | |
| /s/ Ellen M. Litteral | Chief Financial Officer and Treasurer (Principal Accounting and Financial Officer) | November 3, 2008 |
| Ellen M. Litteral | | |
| ** | Chairman of the Board of Directors | November 3, 2008 |
| Terry T. Hutchison | | |
| ** | Director | November 3, 2008 |
| John P. Graham | | |

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| Signature | Title | Date |
|---------------------------|----------|---------------------|
| ** Joseph R. Schroeder | Director | November 3, 2008 |
| ** Vick N. Bowyer | Director | November 3, 2008 |
| ** James D. Motley | Director | November 3, 2008 |
| ** John W. Welborn | Director | November 3, 2008 |
| ** David W. Dick | Director | November 3, 2008 |

** By: /s/ Terry J. Howard
Terry J. Howard, Attorney-in-Fact

EXHIBIT INDEX

| Exhibit Number | Description | |
|---------------------------|--|---|
| 24.1 | Powers of Attorney (previously filed). | 4 |