

PNM RESOURCES INC  
Form S-8 POS  
June 30, 2009

As filed with the Securities and Exchange Commission on June 30, 2009

Registration No. 333-151500

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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

PNM RESOURCES, INC.  
(Exact name of Registrant as specified in its charter)

New Mexico 85-0468296  
(State or other jurisdiction (I.R.S. Employer  
incorporation or organization) Identification No.)

Alvarado Square, Albuquerque, New Mexico 87158  
(Address, including zip code, of Registrant's Principal Executive Offices)

PNM RESOURCES, INC. EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the Plan)

Patrick T. Ortiz, Esq.  
Senior Vice President, General Counsel & Secretary  
PNM Resources, Inc.  
414 Silver Street SW  
Albuquerque, New Mexico 87102  
Telephone: (505) 241-2896  
Fax: (505) 241-2368  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copy to:

Charles L. Moore, Esq.

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Associate General Counsel  
PNM Resources, Inc.  
Alvarado Square  
Albuquerque, New Mexico 87158  
Telephone: (505) 241-4935  
Fax: (505) 241-2393

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)

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DEREGISTRATION OF SECURITIES

PNM Resources, Inc., a New Mexico corporation (the “Company”), is filing this post-effective amendment to deregister the securities originally registered under the Registration Statement on Form S-8 (Registration No. 333-151500) that the Company filed with the Securities and Exchange Commission (the “SEC”) on June 6, 2008 (the “2008 Registration Statement”). The 2008 Registration Statement registered the potential issuance of 180,000 shares of the Company’s common stock under the PNM Resources, Inc. Employee Stock Purchase Plan (the “Plan”).

Effective as of June 30, 2009, the Plan was terminated. Accordingly, and because no future issuances of the Company’s common stock will occur under the Plan, the Company hereby deregisters all unissued shares of the Company’s common stock formerly registered for issuance under the 2008 Registration Statement.

Item 8. Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|    |   |
|----|---|
| 24 | Power of Attorney (incorporated by reference to Exhibit 24 of the Registration Statement on Form S-8 of PNM Resources, Inc., File No. 333-151500, filed on June 6, 2008). |
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SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act, PNM Resources, Inc. 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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Albuquerque, State of New Mexico, on June 30, 2009.

PNM RESOURCES, INC.

By: /s/ Jeffry E. Sterba  
 Jeffry E. Sterba  
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature                                  | Title  | Date          |
|--|--|---------------|
| /s/ Jeffry E. Sterba<br>Jeffry E. Sterba   | Chairman and Chief Executive Officer;<br>Director (Principal Executive Officer)    | June 30, 2009 |
| /s/ Charles N. Eldred<br>Charles N. Eldred | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 30, 2009 |
| /s/ Thomas G. Sategna<br>Thomas G. Sategna | Vice President and Corporate Controller (Principal Accounting Officer)             | June 30, 2009 |
| *<br>Adelmo E. Archuleta                   | Director   | June 30, 2009 |
| *<br>Julie A. Dobson                       | Director   | June 30, 2009 |
| *<br>Robert R. Nordhaus                    | Director   | June 30, 2009 |
| *<br>                                      | Director   | June 30, 2009 |

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Manuel T. Pacheco

\* Director June 30, 2009

Robert M. Price

/s/ Bonnie S. Reitz Director June 30, 2009

Bonnie S. Reitz

Director June 30, 2009

Donald K. Schwanz

\* Director June 30, 2009

Joan B. Woodard

\* By: /s/ Jeffry E. Sterba  
Jeffry E. Sterba  
Attorney-In-Fact (see Exhibit 24)

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THE PLAN. Pursuant to the requirements of the Securities Act, the Board Governance and Human Resources Committee of the Board of Directors of PNM Resources, Inc. (which administers the PNM Resources, Inc. Employee Stock Purchase Plan) has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on the Plan's behalf by the undersigned, thereunto duly authorized, in the City of Albuquerque, State of New Mexico, on June 30, 2009.

PNM RESOURCES, INC.  
EMPLOYEE STOCK PURCHASE PLAN

By: /s/ Bonnie S. Reitz  
Bonnie S. Reitz  
Chair of the Board Governance and Human Resources Committee

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EXHIBIT INDEX

Exhibit No.      Description

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