

STANTEC INC
Form 6-K
February 23, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 6-K

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the Month of: February 23, 2012

Commission File Number: 001-32562

STANTEC INC.

(Name of Registrant)

10160 112 Street

Edmonton, Alberta

Canada T5K 2L6

(Address of Principal Executive Offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STANTEC INC.

Date: February 23, 2012

By: /s/ Daniel J. Lefaiivre
Name: Daniel J. Lefaiivre
Title: Senior Vice President and CFO

EXHIBIT INDEX

| Exhibit | Description of Exhibit |
|----------------|--|
| 99.1 | Material Change Report Declaration of Dividend |