

CARPENTER TECHNOLOGY CORP

Form S-8

October 31, 2007

Registration Statement No. 333-_____

Filed with the Securities and Exchange Commission on October 31, 2007

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CARPENTER TECHNOLOGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

23-0458500

(I.R.S. Employer
Identification Number)

P.O. Box 14662

Reading, PA 19612

(Address of Principal Executive Offices)

Carpenter Technology Corporation Stock-Based Incentive Compensation Plan

for Officers and Key Employees

(Full title of the plan)

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Oliver C. Mitchell, Jr., Esq.

Senior Vice President, General Counsel

and Secretary

P.O. Box 14662

Reading, PA 19612

with copy to:

Paul G. Mattaini

Kimberly J. Decker, Esquire

Barley Snyder LLC

126 East King Street

Lancaster, PA 17602-2893

(Name and address of agent for service)

(610) 208-2000

(Telephone number of agent for service)

Calculation of Registration Fee

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per share* | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-------------------------------|---|--|-------------------------------------|
| Common Stock | 2,300,000 | \$138.45 | \$318,435,000 | \$9,776 |
| \$ 5.00 par value per share | | | | |

* Determined, in accordance with Rule 457(c) and (h), upon the basis of the average of the high and low prices reported on the New York Stock Exchange as of October 26, 2007, of the \$5.00 par value per share common stock of Carpenter Technology Corporation.

This registration statement registers 2,300,000 additional shares of Common Stock of the Registrant to be issued under the Carpenter Technology Corporation Stock-Based Incentive Compensation Plan For Officers and Key Employees for which a registration statement on Form S-8, (Commission File No. 033-54045), has been filed and is effective. In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of such prior registration statement.

SIGNATURES

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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 on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Reading, Pennsylvania, on October 15, 2007.

Attest: /s/ Oliver C. Mitchell, Jr.

CARPENTER TECHNOLOGY CORPORATION

Oliver C. Mitchell, Jr.

By: /s/ Anne L. Stevens

Senior Vice President, General Counsel and

Anne L. Stevens

Secretary

Chairman, 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.

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Oliver C. Mitchell, Jr. and K. Douglas Ralph, and each of them, his or her true and lawful attorney-in-fact, as agent with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all amendments to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| <u>Signature</u> | <u>Capacity</u> | <u>Date</u> |
|---|---|------------------|
| <u>/s/ Anne L. Stevens</u> Anne L. Stevens | Director, Chairman, President and Chief Executive Officer (Principal Executive Officer) | October 15, 2007 |
| <u>/s/ K. Douglas Ralph</u> K. Douglas Ralph | Chief Financial Officer and Senior Vice President - Finance (Principal Financial Officer/ Principal Accounting Officer) | October 15, 2007 |
| <u>/s/ Carl G. Anderson, Jr.</u> Carl G. Anderson, Jr. | Director | October 15, 2007 |
| <u>/s/ Robert R. McMaster</u> Robert R. McMaster | Director | October 15, 2007 |
| <u>/s/ I. Marting Inglis</u> I. Martin Inglis | Director | October 15, 2007 |
| <u>/s/ Gregory A. Pratt</u> Gregory A. Pratt | Director | October 15, 2007 |
| <u>/s/ Kathryn C. Turner</u> Kathryn C. Turner | Director | October 15, 2007 |
| <u>/s/ Jeffrey Wadsworth</u> Jeffrey Wadsworth | Director | October 15, 2007 |

Jeffrey Wadsworth

/s/ Stephen M. Ward, Jr.

Director

October 15, 2007

Stephen M. Ward, Jr.

/s/ Dr. Philip M. Anderson

Director

October 15, 2007

Dr. Philip M. Anderson

INDEX TO EXHIBITS

Exhibit

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 5.1 | Opinion of Barley Snyder re: Legality |
| 23.1 | Consent of Barley Snyder |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 24 | Reference is made to the Signatures section of this Registration Statement for the Power of Attorney contained therein |