

PNM RESOURCES INC  
Form S-8 POS  
December 17, 2008

As filed with the Securities and Exchange Commission on December 17, 2008

Registration No. 333-141281

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  
(State or other  
jurisdiction  
(I.R.S. Employer  
incorporation or  
organization)  
No.)

85-0468296

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

PNM Resources, Inc. Executive Savings 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)

Copy to:

Charles L. Moore, Esq.  
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

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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. 333-141281) that the Company filed with the Securities and Exchange Commission (the “Commission”) on March 14, 2007 (the “2007 Registration Statement”). The 2007 Registration Statement registered \$3,000,000 of deferred compensation obligations under the PNM Resources, Inc. Executive Savings Plan (the “Former Plan”).

On December 17, 2008, the Company merged the Former Plan with and into the PNM Resources, Inc. Executive Savings Plan II (the “Surviving Plan”). All unused obligations under the Former Plan have been merged into the Surviving Plan and are now registered under a Registration Statement on Form S-8 (Registration No. 333-156243) that the Company filed with the Commission on December 17, 2008. Accordingly, the Company hereby deregisters all such unused obligations under the 2007 Registration Statement.

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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 December 17, 2008.

PNM RESOURCES, INC.

By: /s/ Jeffrey E. Sterba  
 Jeffrey 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/ Jeffrey E. Sterba<br>Jeffrey E. Sterba     | Chairman and Chief<br>Executive Officer; Director<br>(Principal Executive Officer)       | December 17, 2008 |
| /s/ Charles N. Eldred<br>Charles N. Eldred     | Executive Vice President and Chief<br>Financial Officer<br>(Principal Financial Officer) | December 17, 2008 |
| /s/ Thomas G. Sategna<br>Thomas G. Sategna     | Vice President and Corporate<br>Controller (Principal Accounting<br>Officer)             | December 17, 2008 |
| /s/ Adelmo E. Archuleta<br>Adelmo E. Archuleta | Director   | December 17, 2008 |
| /s/ Julie A. Dobson<br>Julie A. Dobson         | Director   | December 17, 2008 |
| /s/ Woody L. Hunt<br>Woody L. Hunt             | Director   | December 17, 2008 |
| /s/ Robert R. Nordhaus<br>Robert R. Nordhaus   | Director   | December 17, 2008 |
| /s/ Manuel T. Pacheco<br>Manuel T. Pacheco     | Director   | December 17, 2008 |

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| /s/ Robert M. Price<br>Robert M. Price | Director | December 17, 2008 |
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| /s/ Bonnie S. Reitz<br>Bonnie S. Reitz | Director | December 17, 2008 |
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| /s/ Donald K. Schwanz<br>Donald K. Schwanz | Director | December 17, 2008 |
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| /s/ Joan B. Woodard<br>Joan B. Woodard | Director | December 17, 2008 |
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THE PLAN. Pursuant to the requirements of the Securities Act, the Plan Administrator of the 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 officer, in the City of Albuquerque, State of New Mexico, on December 17, 2008.

PNM RESOURCES, INC.  
EXECUTIVE SAVINGS PLAN

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

