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MDU RESOURCES GROUP INC

Form S-3

November 18, 2002

As filed with the Securities and Exchange Commission on November 18, 2002

REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MDU RESOURCES GROUP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

41-0423660
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

SCHUCHART BUILDING
918 EAST DIVIDE AVENUE, P.O. BOX 5650
BISMARCK, NORTH DAKOTA 58506-5650
(701) 222-7900
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

MARTIN A. WHITE
President and Chief Executive Officer
MDU Resources Group, Inc.
Schuchart Building
918 East Divide Avenue, P.O. Box 5650
Bismarck, North Dakota 58506-5650
(701) 222-7900

WARREN L. ROBINSON
Executive Vice President, Treasurer and
Chief Financial Officer
MDU Resources Group, Inc.
Schuchart Building
918 East Divide Avenue, P.O. Box 5650
Bismarck, North Dakota 58506-5650
(701) 222-7900

THOMAS J. I
Thelen Rei
875 Th
New York, N
(212)

(NAMES, ADDRESSES AND TELEPHONE NUMBERS OF AGENTS FOR SERVICE)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: From time to time after the effective date of this Registration Statement, as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. | |

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. |X|

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |X| No. 333-49472

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. | | _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. | |

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, \$1.00 par value	400,363 shares	\$23.42 (1)	\$9,376,501.46 (1)
Preference Share Purchase Rights	400,363 rights	--	--

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock of MDU Resources Group, Inc. and the Preference Share Purchase Rights appurtenant thereto, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and pursuant to General Instruction IV to Form S-3. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of the registration statement of MDU Resources Group, Inc. on Form S-3 (Reg. No. 333-49472) filed with the Securities and Exchange Commission on November 7, 2000.

ITEM 16. EXHIBITS.*

Exhibit No. -----	Description -----
5(a)	Opinion of Lester H. Loble, II, Esq., General Counsel to MDU Resources Group, Inc.
5(b)	Opinion of Thelen Reid & Priest LLP, counsel to MDU Resources Group, Inc.
23	The consents of Lester H. Loble, II, Esq. and Thelen Reid & Priest LLP are contained in their opinions filed as Exhibit 5(a) and Exhibit 5(b), respectively, to this Registration Statement.

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24 Power of Attorney is contained on the first of two signature pages of this Registration Statement.

* Requirement to file consent of Arthur Andersen LLP, former independent public accountants to MDU Resources Group, Inc., dispensed with pursuant to Rule 437a under the Securities Act.

SIGNATURES

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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bismarck, State of North Dakota on the 18th day of November, 2002.

MDU RESOURCES GROUP, INC.

By: /s/ Martin A. White

Martin A. White
Chairman of the Board, President
and Chief Executive Officer

POWER OF ATTORNEY

Each director and/or officer of the registrant whose signature appears below hereby appoints the Agents for Service named in this registration statement, and each of them severally, as his/her attorney-in-fact to sign in his/her name and behalf, in any and all capacities stated below, and to file with the Securities and Exchange Commission, any and all amendments, including post-effective amendments, to this registration statement, and the registrant hereby also appoints each such Agent for Service as its attorney-in-fact with like authority to sign and file any such amendment in its name and behalf.

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/ Martin A. White ----- Martin A. White (Chairman of the Board, President and Chief Executive Officer)	Chief Executive Officer and Director	November 18, 2002
/s/ Warren L. Robinson ----- Warren L. Robinson (Executive Vice President, Treasurer and	Chief Financial Officer	November 18, 2002

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Chief Financial Officer)

/s/ Vernon A. Raile ----- Vernon A. Raile (Vice President, Controller and Chief Accounting Officer)	Chief Accounting Officer	November 18, 2002
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/s/ Harry J. Pearce ----- Harry J. Pearce	Lead Director	November 18, 2002
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Signature -----	Title -----	Date -----
/s/ Bruce R. Albertson ----- Bruce R. Albertson	Director	November 18, 2002
/s/ Thomas Everist ----- Thomas Everist	Director	November 18, 2002
/s/ Dennis W. Johnson ----- Dennis W. Johnson	Director	November 18, 2002
/s/ Robert L. Nance ----- Robert L. Nance	Director	November 18, 2002
/s/ John L. Olson ----- John L. Olson	Director	November 18, 2002
/s/ Homer A. Scott, Jr. ----- Homer A. Scott, Jr.	Director	November 18, 2002
/s/ Joseph T. Simmons ----- Joseph T. Simmons	Director	November 18, 2002
/s/ Sister Tomas Welder ----- Sister Thomas Welder	Director	November 18, 2002

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EXHIBIT INDEX*

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