

ALLIANZ SE
Form S-8 POS
October 30, 2009

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

Registration No. 333-139900

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ALLIANZ SE

(Exact Name of Registrant as Specified in its Charter)

Federal Republic of Germany
(State or Other Jurisdiction of Incorporation or Organization)

Königinstrasse 28,

None
(IRS Employer Identification No.)

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80802 Munich,

Germany

(Address of Principal Executive Offices)

**Allianz Employee Stock Purchase Plan for Employees of the
North American Allianz Group Companies**

(Full Title of the Plan)

Terry Griffith,

Allianz of America Corporation,

777 San Marin Drive,

Novato, California 94998,

(415) 899-4669

(Name, address and telephone number, including area code, of agent for service)

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

Accelerated filer

Smaller reporting company

DEREGISTRATION OF UNSOLD SECURITIES

This post-effective amendment relates to the Registration Statement No. 333-139900 filed on January 10, 2007 on Form S-8 (the "Registration Statement"), registering 250,000 ordinary shares (without par value) to be offered pursuant to the Allianz Employee Stock Purchase Plan for Employees of the North American Allianz Group Companies. The purpose of this post-effective amendment is to terminate the Registration Statement and to remove from registration all of the securities registered thereby which remain unsold as of the date hereof.

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-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Munich, Germany, on October 30, 2009.

ALLIANZ SE

By: /s/ PAUL ACHLEITNER
 Name: **Dr. Paul Achleitner**
 Title: **Member, Management Board**

By: /s/ STEPHAN THEISSING
 Name: **Stephan Theissing**
 Title: **Head of Group Treasury and Corporate**

Finance

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to this Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated, in Munich, Germany on October 30, 2009.

Signature	Capacity
/s/ MICHAEL DIEKMANN Michael Diekmann	Chairman, Management Board (Principal Executive Officer)
/s/ PAUL ACHLEITNER Dr. Paul Achleitner	Member, Management Board
/s/ OLIVER BÄTE Oliver Bäte	Member, Management Board (Principal Financial Officer and Principal Accounting Officer)
/s/ CLEMENT B. BOOTH Clement B. Booth	Member, Management Board
/s/ ENRICO CUCCHIANI Enrico Cucchiani	Member, Management Board
/s/ JOACHIM FABER Dr. Joachim Faber	Member, Management Board
/s/ CHRISTOF MASCHER Dr. Christof Mascher	Member, Management Board
/s/ GERHARD RUPPRECHT Dr. Gerhard Rupprecht	Member, Management Board
/s/ JEAN-PHILIPPE THIERRY Jean-Philippe Thierry	Member, Management Board
/s/ WERNER ZEDELIOUS Dr. Werner Zedelius	Member, Management Board
/s/ TERRY GRIFFITH	Authorized U.S. Representative

Terry Griffith