

STEWART & STEVENSON SERVICES INC  
 Form S-8  
 April 12, 2002

Registration No. 333- .....

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
 THE SECURITIES ACT OF 1933

STEWART & STEVENSON SERVICES, INC.  
 (Exact name of registrant as specified in its charter)

TEXAS  
 (State or other jurisdiction of  
 incorporation or organization)

74-1051605  
 (I.R.S. Employer  
 Identification Number)

2707 NORTH LOOP WEST  
 HOUSTON, TEXAS  
 (Address of Principal Executive Offices)

77008  
 (Zip Code)

STEWART & STEVENSON SERVICES, INC.  
 1993 NONOFFICER EMPLOYEE STOCK OPTION  
 PLAN  
 (Full title of the plan)

CARL B. KING  
 P. O. BOX 1637  
 HOUSTON, TEXAS 77251-1637  
 (Name and address of agent for service)

(713) 868-7700  
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREG OFFERING PRICE
Common Stock, without par value per share.....	155,000	\$17.56	\$2,721,800

(1) Pursuant to Rule 457(h) under the Securities Act of 1933, the offering price of shares of Common Stock to be purchased pursuant to the Plan is based on the average of the high and low quoted transaction prices on April 9, 2002, for purposes of calculating the registration fee.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

This registration statement relates only to additional securities of the same class for which another registration statement filed on this form relating to an employee benefit plan is effective. That Registration Statement on Form S-8 (Registrant No. 33-65404) filed July 1, 1993, is hereby incorporated herein by reference pursuant to General Instruction E to Form S-8.

ITEM 8. EXHIBITS.

The following exhibits are filed as a part of this Registration Statement pursuant to Item 601 of Regulation S-K.

- 5.1 Opinion of William L. Moll, Jr., Managing Attorney for the Company.
- 23.1 Consent of Arthur Andersen LLP, independent public accountants.
- 23.2 Consent of William L. Moll, Jr., Managing Attorney for the Company.

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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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, and the State of Texas, on the 12th day of April, 2002.

STEWART & STEVENSON SERVICES, INC.

By: /s/ MICHAEL L. GRIMES

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Michael L. Grimes  
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 12th day of April, 2002.

/s/ ROBERT S. SULLIVAN  
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Robert S. Sullivan  
Director

/s/ HOWARD WOLF  
-----

Howard Wolf  
Director

/s/ DONALD E. STEVENSON  
-----

Donald E. Stevenson  
Director

/s/ MICHAEL L. GRIMES  
-----

Michael L. Grimes  
Director

/s/ CHARLES R. OFNER  
-----

Charles R. Ofner  
Director

/s/ MAX L. LUKENS  
-----

Max L. Lukens  
Director

/s/ MONROE M. LUTHER  
-----

Monroe M. Luther  
Director

/s/ C. JIM STEWART III  
-----

C. Jim Stewart III  
Director

/s/ KHLEBER V. ATTWELL  
-----

Khleber V. Attwell  
Director

/s/ DARVIN M. WINICK  
-----

Darvin M. Winick  
Director

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