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CALIFORNIA WATER SERVICE GROUP

Form S-8 POS

August 11, 2005

As filed with the Securities and Exchange Commission on August 11, 2005

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(333-60810)  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

CALIFORNIA WATER SERVICE GROUP  
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(Exact name of registrant as specified in its charter)

Delaware  
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(State or other jurisdiction of incorporation or organization)

77-0448994  
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(I.R.S. Employer Identification Number)

1720 North First Street, San Jose, California  
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(Address of principal executive offices)

95112-4598  
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(Zip Code)

California Water Service Group Long-Term Incentive Plan  
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(Full Title of the Plan)

Richard D. Nye  
California Water Service Group  
1720 North First Street  
San Jose, CA 95112-4598  
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(Name and address of agent for service)

(408) 367-8200  
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Telephone Number, Including Area Code, of Agent For Service

EXPLANATORY NOTE

On May 11, 2001, the registrant filed a Registration Statement on Form S-8 (File No. 333-60810) to register 1,500,000 shares of its common stock issuable on exercise of stock options under its Long-Term Incentive Plan. Options to purchase 102,350 shares of common stock are outstanding under the Long-Term Incentive Plan and 44,650 shares have been issued on exercise of options. 1,350,000 shares remain available for future issuance.

On April 27, 2005, the registrant's stockholders approved the California Water Service Group Equity Incentive Plan which replaces the Long-Term Incentive Plan. The Equity Incentive Plan provides for the issuance of up to 1,000,000 shares of the registrant's common stock. No new awards will be made under the Long-Term Incentive Plan except the Long-Term Incentive Plan will continue to apply to the 102,350 options outstanding.

Pursuant to Section G. Securities Act Forms, Question 89 of the Division of Corporation Finance Manual of Publicly Available Telephone Interpretations (July 1997), and Instruction E to Form S-8, the registrant hereby carries forward from this registration statement to a new Registration Statement on Form S-8 being filed concurrently herewith, 1,000,000 shares of its common stock previously registered on the registration statement being amended hereby. As a result of the filing of this amendment, 455,350 shares of the registrant's common stock remain registered and unsold under Registration Statement 333-60810. Pursuant to the registrant's undertakings, any securities remaining unsold at the termination of the offering represented by Registration Statement 333-60810 will be removed from registration by means of a post-effective amendment.

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Signatures

The Registrant.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on August 11, 2005.

CALIFORNIA WATER SERVICE GROUP

By: /s/ Richard D. Nye

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Richard D. Nye  
Vice President, Chief Financial Officer  
and Treasurer

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## POWER OF ATTORNEY

The officers and directors of California Water Service Group whose signatures appear below hereby constitute and appoint Peter C. Nelson and Richard D. Nye, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any amendment or amendments (including post-effective amendments) to Registration Statement on Form S-8 (File No. 333-60810) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do everything necessary to accomplish the foregoing, as fully to all intents and purposes as he or she might or could do in person, and each of the undersigned does hereby ratify and confirm all that each of said attorneys and agents, or their substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	
/s/Peter C. Nelson ----- Peter C. Nelson	President and Chief Executive Officer (Principal Executive Officer) and Director	May 20, 2005
/s/Richard D. Nye ----- Richard D. Nye	Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 20, 2005
/s/Robert W. Foy ----- Robert W. Foy	Director, Chairman of the Board of Directors	May 20, 2005
/s/Douglas M. Brown ----- Douglas M. Brown	Director	May 20, 2005
/s/Edward D. Harris, Jr., M.D. ----- Edward D. Harris, Jr., M.D.	Director	May 20, 2005
/s/Bonnie G. Hill ----- Bonnie G. Hill	Director	May 20, 2005
/s/David N. Kennedy ----- David N. Kennedy	Director	May 20, 2005

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Signature -----	Title -----	
/s/Richard P. Magnuson ----- Richard P. Magnuson	Director	May 20, 2005
/s/Linda R. Meier ----- Linda R. Meier	Director	May 20, 2005
/s/George A. Vera ----- George A. Vera	Director	May 20, 2005

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EXHIBIT LIST  
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- 4.1 Certificate of Incorporation of California Water Service Group (incorporated by reference to Exhibit A of the registrant's Proxy Statement dated March 18, 1999\*)
- 4.2 Restated By-laws of California Water Service Group as amended on January 26, 2000 (incorporated by reference to Exhibit 3-2 to the registrant's Current Report on Form 8-K dated January 26, 2000\*)
- 4.3 California Water Service Group Long-Term Incentive Plan (incorporated by reference to Appendix A of the registrant's Proxy Statement dated March 17, 2000\*)
- 5 Opinion of counsel as to the legality of securities being registered\*\*
- 23.1 Consent of counsel (included in Exhibit 5)\*\*
- 23.2 Consent of independent auditors\*\*
- 24 Power of attorney (included in signature page of this amendment to registration statement)\*\*\*

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\* File No. 001-13883.  
\*\* Previously filed.  
\*\*\* Filed herewith.

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