

NATIONAL PROCESSING INC
Form S-8 POS
October 29, 2004

Registration No. 333-71534

**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**

NATIONAL PROCESSING, INC.
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of incorporation or
organization)

61-1303983
(IRS Employer Identification No.)

**1231 Durrett Lane
Louisville, Kentucky**
(Address of Principal Executive Offices)

40213-2008
(Zip Code)

NATIONAL PROCESSING, INC. 2001 RESTRICTED STOCK PLAN
(Full title of the plan)

**Timothy J. Mayopoulos
Executive Vice President and General Counsel
Bank of America Corporation
Bank of America Corporate Center
100 North Tryon
Charlotte, North Carolina 28255**
(Name and address of agent for service)

(704) 386-7484
(Telephone number, including area code, of agent for service)

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National Processing, Inc. hereby deregisters 333,250 shares of its Common Stock, no par value per share, previously registered in connection with the National Processing, Inc. 2001 Restricted Stock Plan and remaining unsold thereunder.

SIGNATURES

The Registrant. 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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on this 29th day of October, 2004.

NATIONAL PROCESSING, INC.

By: /s/ TERESA M. BRENNER
Teresa M. Brenner
Authorized Representative
