

MERCANTILE BANKSHARES CORP  
Form S-4/A  
November 05, 2003

As filed with the Securities and Exchange Commission on November 5, 2003

Registration No. 333-104793

---

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

## MERCANTILE BANKSHARES CORPORATION

(Exact name of registrant as specified in its charter)

**MARYLAND**

**6022**

**52-0898572**

---

(State or other jurisdiction of  
incorporation or organization)

---

(Primary Standard Industrial  
Classification Code Number)

---

(I.R.S. Employer  
Identification No.)

**Mercantile Bank & Trust Building**

**Two Hopkins Plaza, P.O. Box 1477**

**Baltimore, Maryland 21203**

**(410) 237-5900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive office)

**John L. Unger**

**Senior Vice President and General Counsel**

**Mercantile Bankshares Corporation**

**Two Hopkins Plaza, P.O. Box 1477**

**Baltimore, Maryland 21203**

**(410) 237-5900**

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

**COPIES TO:**

**Thomas D. Washburne, Jr.**

**Venable, LLP**

**Two Hopkins Plaza**

**Baltimore, Maryland 21201**

**(410) 244-7400**

**William S. Rubenstein**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**4 Times Square**

**New York, New York 10036**

**(212) 735-2642**

---

Approximate date of commencement of proposed sale to the public: Not applicable.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 this form is a post-effective amendment filed pursuant to Rule 462(d) 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. "

---

**THIS POST-EFFECTIVE AMENDMENT NO. 1 SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(c) OF THE SECURITIES ACT OF 1933, AS AMENDED, ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION, SHALL DETERMINE.**



**DEREGISTRATION OF UNISSUED SECURITIES**

On August 12, 2003, the merger (the Merger ) of F&M Bancorp with and into Mercantile Bankshares Corporation ( Mercantile ) was consummated pursuant to the Agreement and Plan of Merger, dated as of March 13, 2003, between Mercantile and F&M Bancorp. Mercantile issued an aggregate of 10,379,710 shares of its common stock, \$2.00 par value per share ( Mercantile Common Stock ), as consideration in the Merger. Mercantile has filed this Post-Effective Amendment No. 1 to remove from registration the securities registered under this Registration Statement that were not issued as consideration in the Merger. Mercantile hereby removes from registration the 561,167 shares of Mercantile Common Stock covered by this Registration Statement that were not issued as consideration in the Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on November 4, 2003.

MERCANTILE BANKSHARES CORPORATION

By:           /s/ Edward J. Kelly, III            
 Name: Edward J. Kelly, III  
 Title: Chairman of the Board, President  
 and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>          /s/ Edward J. Kelly, III          </u> Edward J. Kelly, III	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	November 4, 2003
<u>          /s/ Terry L. Troupe          </u> Terry L. Troupe	Chief Financial Officer and Treasurer (Principal Financial Officer)	November 4, 2003
<u>          /s/ William T. Skinner, Jr.          </u> William T. Skinner, Jr.	Controller (Principal Accounting Officer)	November 4, 2003

A majority of the Board of Directors:

Cynthia A. Archer, Richard O. Berndt, William R. Brody, Eddie C. Brown, George L. Bunting, Jr., Anthony W. Deering, Darrell D. Friedman, Freeman A Hrabowski, Robert A. Kinsley, Morton P. Plant, Christian H. Poindexter, Clayton S. Rose, Donald L. Shepard and James L. Shea.

Date: November 4, 2003

By:           /s/ Edward J. Kelly, III            
 Name: Edward J. Kelly, III  
 for himself and as attorney-in-fact