

COMMUNITY HEALTH SYSTEMS INC
Form S-8
July 12, 2007

As filed with the Securities and Exchange Commission on July 12, 2007
Registration No. 333-_____

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

COMMUNITY HEALTH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation or
organization)

13-3893191
(I.R.S. Employer
Identification
Number)

**4000 Meridian Boulevard
Franklin, TN 37067**

(Address of principal executive offices)

**Community Health Systems, Inc.
2000 Stock Option and Award Plan
(As Amended and Restated March 30, 2007)**
(Full title of the plan)

**Rachel A. Seifert
Senior Vice President, Secretary and General Counsel
4000 Meridian Boulevard
Franklin, TN 37067
(615) 465-7364**

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

CALCULATION OF REGISTRATION FEE

Proposed Proposed

Title of Securities to be Registered	Amount to be Registered (1)	Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share (the "Common Stock")	5,800,000 shares	\$40.945	\$237,481,000	\$7,290.67

(1) Includes an indeterminate number of shares of Common Stock that may be issued in the event of stock splits, stock dividends or similar transactions in accordance with Rule 416 of the Securities Act of 1933, as amended (the "Securities Act").

(2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) of the Securities Act based upon the average of the high and low sales prices for the Common Stock as reported by the New York Stock Exchange on July 6, 2007.

EXPLANATORY NOTE

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on August 31, 2000 (File No. 333-44870), Community Health Systems, Inc. (the "Registrant") registered 4,562,791 shares of Common Stock, reserved for issuance upon the exercise of options and/or stock appreciation rights and/or the grant of other awards under the Registrant's 2000 Stock Option and Award Plan (the "Plan"). On August 8, 2003, the Registrant filed a registration statement on Form S-8 with the SEC (File No. 333-107810), pursuant to which an additional 8,000,000 shares of Common Stock were registered and reserved for issuance under the Plan.

This Form S-8 Registration Statement of the Registrant is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register 5,800,000 additional shares of the Company's Common Stock, par value \$0.01, issuable upon the exercise of options and/or stock appreciation rights and/or the grant of other awards under the Plan.

INCORPORATION OF CONTENTS OF REGISTRATION STATEMENT BY REFERENCE

This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statements on Forms S-8 (File Nos. 333-44870 and 333-107810) filed with the SEC on August 31, 2000 and August 8, 2003, respectively.

OTHER INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1*	Community Health Systems, Inc. 2000 Stock Option and Award Plan (As Amended and Restated March 30, 2007).
5.1*	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP as to the validity of the Common Stock covered by this registration statement.
23.1	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1).

23.2*

Consent of Deloitte & Touche LLP.

24.1 Power of Attorney (included on the signature page included in this registration statement).

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Franklin, State of Tennessee, on July 9, 2007.

Community Health Systems, Inc. (Registrant)

By: /s/ Wayne T. Smith
 Wayne T. Smith
Title: Chairman of the Board, President and
 Chief
 Executive Officer

/s/ Julia B.
North _____
Julia B. North

Director

July 10, 2007

/s/ Mitchell Watson,
Jr. _____
H. Mitchell Watson, Jr.

Director

July 10, 2007

Constituting a majority of the Board of Directors of Community Health Systems, Inc.

INDEX TO EXHIBITS

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