LEE SARA CORP Form S-8 POS December 06, 2002

Registration No. 333-91345

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

**Sara Lee Corporation** 

(Exact name of registrant as specified in its charter)

Maryland 36-2089049

(State of incorporation)

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

Three First National Plaza, Suite 4400 Chicago, Illinois 60602-4260 (312) 726-2600

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

1999 NON-EMPLOYEE DIRECTOR STOCK PLAN
AND
CHOCK FULL O NUTS INCENTIVE COMPENSATION PLAN

(Full Title of Plans)

Roderick A. Palmore Senior Vice President, General Counsel & Secretary Sara Lee Corporation Three First National Plaza, Suite 4600 Chicago, Illinois 60602-4260 (312) 558-8536

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

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#### EXPLANATORY NOTE

On August 29, 2002, the Board of Directors of the Sara Lee Corporation approved amendments to the 1999 Non-Employee Director Stock Plan, subject to stockholder approval. On October 31, 2002, Sara Lee s stockholders approved such amendments. This Post-Effective Amendment No. 1 is being filed for the sole purpose of updating Exhibit 99.1. As originally filed, Exhibit 99.1 was the 1999 Non-Employee Director Stock Plan in the form approved by Sara Lee s stockholders on October 28, 1999. As updated by this Post-Effective Amendment No. 1, Exhibit 99.1 is the 1999 Non-Employee Director Stock Plan in the form approved by Sara Lee s stockholders on October 31, 2002. No additional securities are being registered.

#### ITEM 8. EXHIBITS.

A list of exhibits included as part of this Post-Effective Amendment No. 1 is set forth in the Exhibit Index appearing elsewhere herein and is incorporated herein by reference.

#### **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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on December 5, 2002.

#### SARA LEE CORPORATION

By: /s/ Roderick A. Palmore

Roderick A. Palmore
Senior Vice President, General
Counsel and
Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated and as of December 5, 2002.

Signature	Title
/s/ C. Steven McMillan*	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)
C. Steven McMillan	(
	Executive Vice President and Director
Cary D. McMillan	

Frank L. Meysman*	Executive Vice President and Director	
Frank L. Meysman	<del>-</del>	
/s/ L.M. (Theo) de Kool	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
L.M. (Theo) de Kool	- (Finicipal Financial Officer)	
/s/ Wayne R. Szypulski	Senior Vice President and Controller (Principal Accounting Officer)	
Wayne R. Szypulski		
IT D at 1 H	- Director	
J.T. Battenberg III		
/s/ Charles W. Coker*	Director -	
Charles W. Coker		
/s/ James S. Crown*	Director	
James S. Crown		
/s/ Willie D. Davis*	Director	
Willie D. Davis		
/s/ Vernon E. Jordan, Jr.*	Director	
Vernon E. Jordan, Jr.		
/s/ James L. Ketelsen*	Director	
James L. Ketelsen	<del>-</del>	
	D'	
Cornelis J.A. Van Lede	- Director	
	- Director	
Hans B. van Liemt		

/s/ Joan D. Manley*	Director	
Joan D. Manley		
/s/ Rozanne L. Ridgway*	Director	
Rozanne L. Ridgway		
/s/ Richard L. Thomas*	Director	
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By: /s/ Roderick A. Palmore

> Roderick A. Palmore As Attorney-in-Fact

# EXHIBIT INDEX

Exhibit Number	<b>Description</b>
24	Powers of Attorney (previously filed as part of this Registration Statement)
99.1	1999 Non-Employee Director Stock Plan (incorporated by reference to Exhibit A of the Company s Proxy Statement dated September 25, 2002)

<sup>\*</sup> By Roderick A. Palmore as Attorney-in-Fact pursuant to Powers of Attorney executed by the directors listed above, which Powers of Attorney were previously filed as part of this Registration Statement.