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FOREST OIL CORP  
Form S-8 POS  
August 30, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 30, 2001

REGISTRATION NO. 33-59504

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

FOREST OIL CORPORATION  
(Exact name of registrant as specified in its charter)

NEW YORK  
(State or other jurisdiction  
of incorporation or organization)

25-0484900  
(I.R.S. Employer Identification No.)

1600 Broadway  
Suite 2200  
Denver, Colorado 80202  
(303) 812-1400

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

RETIREMENT SAVINGS PLAN OF FOREST OIL CORPORATION  
(full title of the plan)

Newton W. Wilson, III  
Senior Vice President-Legal Affairs  
and Corporate Secretary  
1600 Broadway  
Suite 2200  
Denver, Colorado 80202  
(303) 812-1400

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

COPY TO:

Alan P. Baden  
Vinson & Elkins L.L.P.  
666 Fifth Avenue, 26th Floor  
New York, New York 10103  
(917) 206-8000  
(917) 206-8100 (fax)

Pursuant to Rule 429 under the Securities Act of 1933, the prospectus relating to this Registration Statement also relates to Registration Statement Nos. 2-74151, 2-76946 and 33-2748.

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed solely for the purpose of amending the exhibit list and adding new exhibits 4.12, 4.13 and 24.1.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 8. EXHIBITS.

The following documents are filed as exhibits to this Registration Statement, including those exhibits incorporated herein by reference to a prior filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934 as indicated below:

EXHIBIT NO.	EXHIBIT
4.1	Restated Certificate of Incorporation of Forest Oil Corporation, dated October 14, 1993, incorporated herein by reference to Exhibit 3(i) to Form 10-Q for Forest Oil Corporation for the quarter ended September 30, 1993 (File No. 0-4597).
4.2	Certificate of Amendment of the Restated Certificate of Incorporation, dated as of July 20, 1995, incorporated herein by reference to Exhibit 3(i)(a) to Form 10-Q for Forest Oil Corporation for the quarter ended June 30, 1995 (File No. 0-4597).
4.3	Certificate of Amendment of the Certificate of Incorporation, dated as of July 26, 1995, incorporated herein by reference to Exhibit 3(i)(b) to Form 10-Q for Forest Oil Corporation for the quarter ended June 30, 1995 (File No. 0-4597).
4.4	Certificate of Amendment of the Certificate of Incorporation dated as of January 5, 1996, incorporated herein by reference to Exhibit 3(i)(c) to Forest Oil Corporation's Registration Statement on Form S-2 (File No. 33-64949).
4.5	Certificate of Amendment of the Certificate of Incorporation dated as of December 7, 2000, incorporated herein by reference to Exhibit 3(i)(d) to Form 10-K for Forest Oil Corporation for the year ended December 31, 2000 (File No. 001-13515).
4.6	Restated Bylaws of Forest Oil Corporation dated as of February 14, 2001, incorporated herein by reference to Exhibit 3(ii) to Form 10-K for Forest Oil Corporation for the year ended December 31, 2000 (File No. 001-13515).
4.7	Rights Agreement between Forest Oil Corporation and Mellon Securities Trust Company, as Rights Agent dated as of October 14, 1993, incorporated herein by reference to Exhibit 4.3 to Form 10-Q for Forest Oil Corporation for the quarter ended September 30, 1993 (File No. 0-4597).
4.8	Amendment No. 1, dated as of July 27, 1995, to Rights Agreement dated as of October 14, 1993 between Forest Oil Corporation and

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Mellon Securities Trust Company, incorporated herein by reference to Exhibit 99.5 of Form 8-K for Forest Oil Corporation dated October 11, 1995 (File No. 0-4597).

- 4.9 Amendment No. 2, dated as of June 25, 1998, to Rights Agreement, dated as of October 14, 1993, between Forest Oil Corporation and Mellon Securities Trust Company, incorporated herein by reference to Exhibit 99.1 to Form 8-K for Forest Oil Corporation, dated June 25, 1998 (File No. 001-13515).
- 4.10 Amendment No. 3, dated as of September 1, 1998, to Rights Agreement, dated as of October 14, 1993, between Forest Oil Corporation and Mellon Securities Trust Company, incorporated herein by reference to Exhibit 4.13 to Forest Oil Corporation Registration Statement on Form S-4, dated November 6, 2000 (File No. 333-49376).
- 4.11 Amendment No. 4, dated as of July 10, 2000, to Rights Agreement, dated as of October 14, 1993, between Forest Oil Corporation and Mellon Securities Trust Company, incorporated herein by reference to Exhibit 4.14 to Forest Oil Corporation Registration Statement on Form S-4, dated November 6, 2000 (File No. 333-49376).

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EXHIBIT NO.	EXHIBIT
4.12*	Retirement Savings Plan of Forest Oil Corporation, amended and restated as of August 1, 2001.
4.13*	The Schwabplan(R) Directed Employee Benefit Trust Agreement dated as of July 23, 2001 between Forest Oil Corporation and The Charles Schwab Trust Company, as Trustee.
5.1**	Opinion of Vinson & Elkins L.L.P., relating to the legality of the Common Stock, par value \$.10 per share, of Forest Oil Corporation registered pursuant hereto.  The undersigned registrant hereby undertakes to submit the Retirement Savings Plan of Forest Oil Corporation and any amendment thereto to the Internal Revenue Service in a timely manner and will make all changes required by the IRS in order to qualify the Plan.
23.1**	Consent of KPMG LLP
23.2**	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1)
24.1*	Powers of Attorney (included on the original signature pages hereof)

\* Filed herewith.

\*\* Previously filed.

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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on August 30, 2001.

FOREST OIL CORPORATION

By: /s/ ROBERT S. BOSWELL

-----  
 Robert S. Boswell  
 Chairman and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Newton W. Wilson, III and Joan C. Sonnen and each of them, any one of whom may act without the joinder of the others, as his or her true and lawful attorney-in-fact to sign on his or her behalf and in the capacity stated below and to file any and all amendments and post-effective amendments to this registration statement, with all exhibits thereto, with the Securities and Exchange Commission, which amendment or amendments may make such changes and additions in this registration statement as such attorney-in-fact may deem necessary or appropriate.

Pursuant to the requirements of the Securities Act of 1933 this registration statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
-----	-----	-----
/s/ Robert S. Boswell ----- Robert S. Boswell	Chairman and Chief Executive Officer (Principal Executive Officer)	August 30, 2001
/s/ David H. Keyte ----- David H. Keyte	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 30, 2001
/s/ Joan C. Sonnen ----- Joan C. Sonnen	Vice President - Controller, Chief Accounting Officer and Assistant Secretary (Principal Accounting Officer)	August 30, 2001
/s/ Philip F. Anschutz ----- Philip F. Anschutz	Director	August 30, 2001
/s/ William L. Britton ----- William L. Britton	Director	August 30, 2001

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/s/ Cortlandt S. Dietler ----- Cortlandt S. Dietler	Director	August 30, 2001
----- Dod A. Fraser	Director	
/s/ Cannon Y. Harvey ----- Cannon Y. Harvey	Director	August 30, 2001
/s/ Forrest E. Hoglund ----- Forrest E. Hoglund	Director	August 30, 2001
/s/ Stephen A. Kaplan ----- Stephen A. Kaplan	Director	August 30, 2001
/s/ James H. Lee ----- James H. Lee	Director	August 30, 2001
/s/ Craig D. Slater ----- Craig D. Slater	Director	August 30, 2001

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SIGNATURE -----	TITLE -----	DATE -----
/s/ Michael B. Yanney ----- Michael B. Yanney	Director	August 30, 2001

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Retirement Savings Plan of Forest Oil Corporation) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on August 30, 2001.

RETIREMENT SAVINGS PLAN OF FOREST OIL CORPORATION

By: The Forest Oil Corporation Employee Benefits Committee

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By: /s/ David H. Keyte

-----  
Name: David H. Keyte  
Title: Executive Vice President  
and Chief Financial  
Officer

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EXHIBIT INDEX

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