

SCHWEITZER MAUDUIT INTERNATIONAL INC  
Form 10-K/A  
November 06, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the fiscal year ended December 31, 2007

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

1-13948

(Commission file number)

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# SCHWEITZER-MAUDUIT INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**100 North Point Center East, Suite 600**  
**Alpharetta, Georgia**  
(Address of principal executive offices)

**62-1612879**  
(I.R.S. Employer  
Identification No.)

**30022-8246**  
(Zip Code)

**1-800-514-0186**  
(Registrant's telephone number, including area code)

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**Securities Registered Pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of exchange on which registered</b>
Common stock, par value \$0.10 per share (together with associated preferred stock purchase rights)	New York Stock Exchange, Inc.

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**Securities Registered Pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the outstanding common stock, par value \$0.10 per share (the Common Stock), held by non-affiliates of the registrant as of June 29, 2007 (the last business day of the registrant's most recently completed second fiscal quarter) was \$480.7 million, based on the last sale price for the Common Stock of \$31.00 per share as reported on the New York Stock Exchange on said date. For purposes of the foregoing sentence only, all directors and executive officers are assumed to be affiliates.

There were 15,491,609 shares of Common Stock issued and outstanding as of February 29, 2008.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's definitive Proxy Statement relating to its 2008 Annual Meeting of Stockholders scheduled to be held on April 24, 2008 (the 2008 Proxy Statement) and filed pursuant to Regulation 14A are incorporated by reference into Part III of this Form 10-K.

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**EXPLANATORY NOTE**

This Second Amendment is being filed solely to include the Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 to the First Amendment, which was filed with the Securities and Exchange Commission on October 7, 2008, and incorporated by reference the Proxy Statement's Comprehensive Compensation Discussion and Analysis in Part III., Item 11, Executive Compensation, of our Annual Report on Form 10-K, and does not amend or update any other part of that annual report.

**PART III.**

**Item 11. *Executive Compensation***

The information in the section of the 2008 Proxy Statement captioned *Executive Compensation*, including the item captioned *Comprehensive Compensation Discussion and Analysis*, is incorporated in this Item 11 by reference.

**PART IV.**

**3. Exhibits**

**Exhibit  
Number**

**Exhibit**

- \* 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- \* 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SCHWEITZER-MAUDUIT INTERNATIONAL, INC.

By: */s/ WAYNE H. DEITRICH*  
 Wayne H. Deitrich  
 Chairman of the Board and  
 Chief Executive Officer  
 (principal executive officer)

Dated: November 6, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Position	Date
<i>/s/WAYNE H. DEITRICH</i> Wayne H. Deitrich	Chairman of the Board and Chief Executive Officer (principal executive officer)	November 6, 2008
<i>/s/TORBEN WETCHE</i> Torben Wetche	Chief Financial Officer and Treasurer (principal financial officer)	November 6, 2008
<i>/s/MARK A. SPEARS</i> Mark A. Spears	Controller (principal accounting officer)	November 6, 2008
* Frédéric P. Villoutreix	Chief Operating Officer Director	November 6, 2008
* Claire L. Arnold	Director	November 6, 2008
* K.C. Caldabaugh	Director	November 6, 2008
* William Finn	Director	November 6, 2008
* Richard D. Jackson	Director	November 6, 2008
* Robert F. McCullough	Director	November 6, 2008

\*By: */s/JOHN W. RUMELY, JR.*  
 John W. Rumely, Jr. November 6, 2008

*Attorney-In-Fact*