

STANTEC INC  
Form 6-K  
May 26, 2006

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**FORM 6-K**

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**Report of Foreign Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

May 26, 2006

**Stantec Inc.**  
*(Registrant's name)*

10160 - 112 Street  
Edmonton, Alberta, Canada  
*(Address of principal executive offices)*

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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Documents Included as Part of this Report

**No.**      **Document**

99.1      Certificates of Amendment and Restated Certificate of Incorporation

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**SIGNATURES**

Pursuant to the requirements 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.

**Stantec Inc.**

Date: May 26, 2006

By: /s/ Jeffrey S. Lloyd

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Jeffrey S. Lloyd  
Vice President