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CALLOWAYS NURSERY INC Form S-8 POS May 17, 2004

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

CALLOWAY'S NURSERY, INC. (Exact name of issuer as specified in its charter)

Texas

(State or other jurisdiction of incorporation or organization)

75-2092519

(I.R.S. Employer Identification Number)

4200 Airport Freeway, Suite 200
Fort Worth, Texas 76117-6200
(Address of Principal Executive Offices, including ZIP Code)

CALLOWAY'S NURSERY, INC. STOCK PURCHASE PLAN (Full title of the plan)

JAMES C. ESTILL

President and CEO

Calloway's Nursery, Inc.

4200 Airport Freeway, Suite 200

Fort Worth, Texas 76117-6200

(Name and address of agent for service)

(817) 222-1122

(Telephone number, including area code, of agent for service)

Deregistration of Securities

Through the filing of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, filed on February 25, 1992, SEC File No. 33-46170, Calloway's Nursery, Inc. hereby deregisters any and all securities that were previously registered pursuant to the Registration Statement that have not been sold or otherwise issued as of the date hereof.

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 Fort Worth, State of Texas, on the 17th day of May, 2004.

CALLOWAY'S NURSERY, INC.

By: /s/ James C. Estill

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James C. Estill President and Chief Executive Officer

By: /s/ Daniel G. Reynolds
----Daniel G. Reynolds

Vice President and Chief Financial Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT AS AMENDED, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE	TITLE	DATE
/s/ James C. Estill	President, Chief Executive Officer and Director	May 17, 2004
James C. Estill		
/s/ John T. Cosby	Vice President and Director	May 17, 2004
John T. Cosby		
	Vice President and Director	
John S. Peters		
/s/ George J. Wechsler	Vice President and Director	May 17, 2004
George J. Wechsler		
/s/ Dr. Stanley Block	Director	May 17, 2004
Dr. Stanley Block		
	Director	
Daniel R. Feehan		
/s/ Timothy J. McKibber	Director	May 17, 2004
Timothy J. McKibben		