

CHICAGO BRIDGE & IRON CO N V  
Form S-8  
May 12, 2009

As filed with the Securities and Exchange Commission on May 12, 2009

**Registration No. 333-**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Chicago Bridge & Iron Company N.V.**  
(Exact name of registrant as specified in its charter)

**The Netherlands**  
(State or other jurisdiction of  
incorporation or organization)

**None**  
(I.R.S. Employer  
Identification No.)

**Oostduinlaan 75  
2596 JJ The Hague, The Netherlands**  
(Address of Principal Executive Offices)  
**2009 Amendment to the Chicago Bridge & Iron 2008 Long-Term Incentive Plan  
(formerly known as the Chicago Bridge & Iron 1999 Long-Term Incentive Plan)**  
(Full title of the plan)

**David A. Delman  
2103 Research Forest Drive  
The Woodlands, Texas 77380-2624**  
(Name and address of agent for service)  
**(832) 513- 1040**  
(Telephone number, including area code, of agent for service)

With Copy to:  
**David Peterman  
Fulbright & Jaworski L.L.P.  
1301 McKinney, Suite 5100  
Houston, Texas 77010  
(713) 651-5151**

Indicate by check mark if the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

**Large Accelerated  
Filer**

**Accelerated  
Filer**

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

**Smaller Reporting  
Company**

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities<br/>to be registered</b> | <b>Amount to<br/>be<br/>registered<sup>(2)</sup></b> | <b>Proposed<br/>maximum<br/>offering<br/>price per<br/>share<sup>(1)</sup></b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering<br/>price</b> | <b>Amount of<br/>registration<br/>fee</b> |
|---|--|--|--|---|
| Common Shares, par value EUR 0.01 per share     | 4,000,000  | \$ 11.37   | \$ 45,480,000  | \$ 2,537.78                               |

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, based on the average of the high and low sale prices of such security on May 11, 2009 as reported by New York Stock Exchange.

(2) The amount of Common Shares registered hereunder shall be deemed to include any additional shares issuable as a result of any stock split, stock dividend or other change in the capitalization of the Registrant.

**Explanatory Note:**

This Registration Statement registers additional securities of the same class as other securities for which a registration statement on this Form (Registration No. 333-87081, the First Registration Statement ) relating to the Chicago Bridge & Iron 1999 Long-Term Incentive Plan and a registration statement on this Form (Registration No. 333-156004, the Supplemental Registration Statement ) relating to the 2008 Amendment to the Chicago Bridge & Iron 1999 Long-Term Incentive Plan, were filed. Pursuant to Instruction E to Form S-8, the contents of the First Registration Statement and the Supplemental Registration Statement are incorporated herein by reference.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

- 4.1 2009 Amendment to the Chicago Bridge & Iron 2008 Long-Term Incentive Plan (incorporated by reference from Annex B to the definitive proxy statement pertaining to the 2009 Annual General Meeting of Chicago Bridge & Iron Company N.V., filed with the Securities Exchange Commission on March 25, 2009).
- 4.2 Chicago Bridge & Iron 2008 Long-Term Incentive Plan (incorporated by reference from Annex C to the definitive proxy statement pertaining to the 2009 Annual General Meeting of Chicago Bridge & Iron Company N.V., filed with the Securities Exchange Commission on March 25, 2009).
- 5.1 Opinion of Fulbright & Jaworski L.L.P.
- 23.1 Consent of Fulbright & Jaworski L.L.P. (included in the opinion filed as Exhibit 5.1 hereto).
- 23.2 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
- 24.1 Power of Attorney (included with signature page of this Registration Statement).

**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 The Woodlands, State of Texas, on May 12, 2009.

CHICAGO BRIDGE & IRON COMPANY  
N.V.

By: /s/ PHILIP K. ASHERMAN  
Philip K. Asherman  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Philip K. Asherman and Ronald A. Ballschmiede, or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same and all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting said attorney-in-fact and agent, and any of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature  | Title  | Date         |
|--|--|--------------|
| /s/ PHILIP K. ASHERMAN<br>Philip K. Asherman         | President and Chief Executive Officer<br>(Principal Executive Officer)<br>Supervisory Director | May 12, 2009 |
| /s/ RONALD A. BALLSCHMIEDE<br>Ronald A. Ballschmiede | Executive Vice President and Chief Financial<br>Officer (Principal Financial Officer)          | May 12, 2009 |
| /s/ WESTLEY S. STOCKTON<br>Westley S. Stockton       | Corporate Controller and<br>Chief Accounting Officer<br>(Principal Accounting Officer)         | May 12, 2009 |
| /s/ GARY L. NEALE<br>Gary L. Neale                   | Supervisory Director   | May 12, 2009 |

| Signature  | Title  | Date         |
|--|--|--------------|
| /s/ MARSHA C. WILLIAMS<br>Marsha C. Williams     | Supervisory Director                               | May 12, 2009 |
| /s/ J. CHARLES JENNETT<br>J. Charles Jennett     | Supervisory Director                               | May 12, 2009 |
| /s/ LARRY D. MCVAY<br>Larry D. McVay             | Supervisory Director                               | May 12, 2009 |
| /s/ MICHAEL L. UNDERWOOD<br>Michael L. Underwood | Supervisory Director                               | May 12, 2009 |
| /s/ JERRY H. BALLENGEE<br>Jerry H. Ballengee     | Supervisory Director and Non-Executive<br>Chairman | May 12, 2009 |
| /s/ L. RICHARD FLURY<br>L. Richard Flury         | Supervisory Director                               | May 12, 2009 |
| /s/ W. CRAIG KISSEL<br>W. Craig Kissel           | Supervisory Director                               | May 12, 2009 |

**INDEX TO EXHIBITS**

| Exhibit Number | Description of Exhibits  |
|----------------|--|
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