

SHAW COMMUNICATIONS INC

Form 6-K

December 20, 2004

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December, 2004

Shaw Communications Inc.

(Translation of registrant's name into English)

Suite 900, 630 3rd Avenue S.W., Calgary, Alberta T2P 4L4 (403) 750-4500

(Address of principal executive offices)

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

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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

Yes

No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____

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SIGNATURE

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, Shaw Communications Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 20, 2004
Shaw Communications Inc.

By:
/s/ Steve Wilson

Steve Wilson
Sr. V.P., Chief Financial Officer
Shaw Communications Inc.

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Annual General Meeting
Edmonton, Alberta
January 13, 2005

Shaw Communications Inc.

Notice of Annual General Meeting of Shareholders and Proxy Circular

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SHAW COMMUNICATIONS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The annual general meeting of shareholders of Shaw Communications Inc. (the Corporation) will be held as follows:

Date: Thursday, January 13, 2005
Time: 11:00 a.m. (Alberta time)
Location: Hotel MacDonald
10065 100 Street
Edmonton, Alberta

for the following purposes:

1. to receive the consolidated financial statements for the year ended August 31, 2004 and the auditors report on those statements;
2. to elect directors;
3. to appoint auditors; and
4. to transact such other business as may properly come before the meeting.

By Order of the Board of Directors,

(signed) DOUGLAS J. BLACK, Q.C.
Corporate Secretary

Calgary, Alberta
December 8, 2004

Holders of Class A Shares of record at the close of business on December 9, 2004 are the only shareholders entitled to vote at the meeting. Holders of Class B Non-Voting Shares are entitled to attend and speak at the meeting, but are not entitled to vote on any matter proposed for consideration.

If you cannot attend the meeting in person, you are encouraged to complete the accompanying proxy and to return it in the enclosed envelope to CIBC Mellon Trust Company, 600 The Dome Tower, 333 7th Avenue S.W., Calgary, Alberta, T2P 2Z1 (mailing address: P.O. Box 2517, Calgary, Alberta, T2P 4P4), to be received not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the meeting or an adjournment thereof, but prior to the use of the proxy at the meeting or an adjournment thereof.

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SHAW COMMUNICATIONS INC.

PROXY CIRCULAR

The information contained in this proxy circular is provided in connection with the solicitation of proxies by and on behalf of management of Shaw Communications Inc. (the Corporation) for use at the annual general meeting (the Meeting) of shareholders of the Corporation to be held on January 13, 2005, and any adjournments thereof, as set forth in the attached Notice of Meeting.

Unless otherwise noted, the information contained in this proxy circular is given as of December 8, 2004. All sums are expressed in Canadian dollars, unless otherwise noted.

BUSINESS OF THE MEETING

ELECTION OF DIRECTORS

Information concerning the nominees for election to the Board of Directors (the Board) of the Corporation is set forth below, along with certain other information relating to meetings of the Board and its committees and fees paid to individual directors.

The number of directors to be elected is 15. Directors will hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed. **Management of the Corporation recommends voting in favour of each nominee listed below.**

Nominees for Election to the Board of Directors

The following table sets out the name of each director, together with his or her municipality of residence, age, year first elected or appointed a director, biography and comparative ownership of securities of the Corporation for the years 2004 and 2003.

Nominee, Date of Board Appointment and Current Committee Appointments (1)	Background/Principal Occupation	Year	Securities Owned/Controlled (2)			
			Class A Shares	Class B Non-Voting Shares	Options (3)	DSUs (4)
Adrian Burns Rockcliffe Park, ON Canada Age: 58 Director since 2001 Member of the Corporate Governance Committee	Corporate Director. Ms. Burns is a former Member of the Copyright Board of Canada and former Commissioner of the Canadian Radio-television and Telecommunications Commission. She also currently serves as vice-chair of the Board of Trustees of the National Arts Centre and as a board member of several business and community organizations, including the Western Independent Producers Fund, Carthy Foundation and Canadian Interuniversity Athletic Union.	2004	1,300	3,000	10,000 (1)	2,454
		2003	Nil	3,000	10,000	Nil

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Nominee, Date of Board Appointment and Current Committee Appointments (1)	Background/Principal Occupation	Securities Owned/Controlled (2)				
		Year	Class A Shares	Class B Non-Voting Shares	Options (3)	DSUs (4)
James F. Dinning Calgary, AB Canada Age: 52 Director since 1997 Member of the Audit Committee	Executive Vice President, TransAlta Corporation, an electric industry holding company (until December 31, 2004). Effective January 1, 2005, Mr. Dinning will assume the position of non-Executive Chairman of the Board of Western Financial Group Inc., a financial services company. Mr. Dinning formerly held various positions during 11 years as a member of the legislative assembly of Alberta, including Provincial Treasurer, Minister of Education and Minister of Community and Occupational Health. Mr. Dinning also serves as a director of Finning International Inc., Liquor Stores Income Fund, Oncolytics Biotech Inc., Parkland Income Fund and Russel Metals Inc. In addition to being a director of several private companies, he is also chair of the Canadian Clean Power Coalition and serves on the board of the Alberta Energy Research Institute.	2004	1,000	4,500	10,000	1,724
		2003	Nil	4,500	10,000	Nil
George F. Galbraith Vernon, BC Canada Age: 60 Director since 1991 Member of the Executive and Audit Committees	Corporate Director. Mr. Galbraith is the former President of Vercom Cable Services Ltd. which operated the cable television system serving Vernon, British Columbia. He also serves as a director of Pacific Coast Public Television.	2004	5,000	250,618	10,000	Nil
		2003	Nil	250,618	10,000	Nil
Ronald V. Joyce, C.M. Calgary, AB Canada Age: 74 Director since 2000 Member of the Executive	Corporate Director. Mr. Joyce is the former Senior Chairman and Co-Founder of The TDL Group, licensor of Tim Horton's restaurants in Canada and the United States. Mr. Joyce is a director of Southmedic Inc. and is	2004	50,000	5,933,398	10,000	2,352
		2003	Nil	3,711,398	10,000	Nil

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Committee

Chairman Emeritus of the
Tim Horton's Children's
Foundation.

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Nominee, Date of Board Appointment and Current Committee Appointments (1)	Background/Principal Occupation	Securities Owned/Controlled (2)				
		Year	Class A Shares	Class B Non-Voting Shares	Options (3)	DSUs (4)
Charles V. Keating, C.M., LL.D. Dartmouth, NS Canada Age: 71 Director since 1985 Member of the Corporate Governance Committee	Corporate Director.	2004	5,000	4,000,000	10,000	2,454
	Mr. Keating is a director of MD Management Limited, MD Private Trust and Heritage Gas Limited. He is also the former chair of Access Communications Incorporated, which operated a number of cable television systems in Nova Scotia.	2003	Nil	3,800,000	10,000	Nil
Rt. Hon. Donald F. Mazankowski, P.C., O.C., LL.D. Vegreville, AB Canada Age: 69 Director since 1993 and Lead Director since 2004 Chair of the Corporate Governance Committee and Member of the Executive Committee	Corporate Director. Mr. Mazankowski was a Member of the Parliament of Canada from 1968 to 1993 and held a number of Cabinet positions, including Deputy Prime Minister, Minister of Finance and President of the Privy Council. Mr. Mazankowski is a director of a number of Canadian corporations, including ATCO Ltd., Canadian Oil Sands Limited, Great West Lifeco, Investors Group, Power Corporation of Canada, Power Financial Corporation, Weyerhaeuser Co. and Yellow Pages Group Co. Mr. Mazankowski also serves as a senior adviser with Gowling Lafleur Henderson LLP, Barristers and Solicitors.	2004	1,000	6,000	10,000	1,233
		2003	Nil	6,000	10,000	Nil

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Nominee, Date of Board Appointment and Current Committee Appointments (1)	Background/Principal Occupation	Securities Owned/Controlled (2)				
		Year	Class A Shares	Class B Non-Voting Shares	Options (3)	DSUs (4)
Michael W. O'Brien (5) Canmore, AB Canada Age: 59 Director since 2003 Chair of the Audit Committee	Corporate Director. Until his retirement in 2002, Mr. O'Brien served as Executive Vice- President, Corporate Development and Chief Financial Officer of Suncor Energy Inc. He currently is a director and member of the Environmental, Health & Safety Committee of Suncor Energy Inc., director, chair of the Corporate Governance and Nominating Committee and member of the Compensation Committee and Audit Committee of PrimeWest Energy Inc., and director, chair of the Audit Committee and member of the Environmental, Health & Safety Committee of Terasen Inc. He also serves on the Executive Committee and is former chair of the board of trustees of the Nature Conservancy Canada.	2004	5,000	6,500	10,000	505
		2003	Nil	6,500	10,000	Nil
Harold A. Roozen Edmonton, AB Canada Age: 51 Director since 2000 Member of the Audit Committee	President and Chief Executive Officer, CCI Thermal Technologies Inc., a manufacturing company. Mr. Roozen formerly served as chair of the board of directors of WIC Western International Communications Ltd. and Canadian Satellite Communications Inc. He is also a director of several private companies.	2004	1,035,000 (6)	4,695,019 (6)	10,000	Nil
		2003	1,030,000 (6)	4,690,019 (6)	10,000	Nil
Jeffrey Royer Toronto, ON Canada Age: 49 Director since 1995 Member of the Executive and Human Resources Committees	Corporate Director and Private Investor.	2004	50,000	6,972,786 (7)	10,000	1,149
		2003	Nil	6,972,786 (7)	10,000	Nil

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Nominee, Date of Board Appointment and Current Committee Appointments (1)	Background/Principal Occupation	Securities Owned/Controlled (2)				
		Year	Class A Shares	Class B Non-Voting Shares	Options (3)	DSUs (4)
Bradley S. Shaw (8) Calgary, AB Canada Age: 40 Director since 1999	Senior Vice-President, Operations of the Corporation. Prior to September, 2003, Bradley Shaw served as Senior Vice-President, Operations of Star Choice Communications Inc. and prior thereto, Vice-President, Operations of the Corporation.	2004	2,177,500	967,206	100,000	Nil
		2003	2,177,500	966,082	100,000	Nil
JR Shaw, O.C. (8) Calgary, AB Canada Age: 70 Director since 1966 Chair of the Executive Committee	Founder and Executive Chair of the Corporation. JR Shaw currently serves as chair of the board of directors and member of the Human Resources and Compensation Committee and Board Policy, Strategy Review and Governance Committee of Suncor Energy Inc. JR Shaw is also a director and president of the Shaw Foundation as well as a director of several private companies, including McKenzie Meadows Golf Corp. and Radium Resort Inc.	2004	4,469,004	8,309,445	400,000	Nil
		2003	4,469,004	7,805,854	400,000	Nil
Jim Shaw (8) Calgary, AB Canada Age: 47 Director since 2002	Chief Executive Officer of the Corporation. Jim Shaw is a director of United Acquisitions Inc., Canadian Cable Television Association and Cable Television Laboratories, Inc. (also known as CableLabs).	2004	2,199,500	1,386,831	400,000	Nil
		2003	2,199,500	1,375,773	400,000	Nil
JC Sparkman Englewood, Colorado U.S.A. Age: 72 Director since 1994 Chair of the Human Resources Committee and Member of the Executive Committee	Corporate Director. Mr. Sparkman is the former Executive Vice-President and Executive Officer of Telecommunications Inc. (also known as TCI), one of the largest cable television operators in the United States. He also serves as a director of Universal Elect.	2004	5,000	29,200	10,000	1,564
		2003	Nil	15,000	10,000	Nil

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Nominee, Date of Board Appointment and Current Committee Appointments (1)	Background/Principal Occupation	Securities Owned/Controlled (2)				
		Year	Class A Shares	Class B Non-Voting Shares	Options (3)	DSUs (4)
John S. Thomas Delta, BC Canada Age: 58 Director since 2000 Member of the Corporate Governance Committee	President, Delta Cable Communications Ltd. and	2004	1,000	6,000	10,000	490
	Coast Cable Communications Ltd., which operate cable television systems in British Columbia. Mr. Thomas is a director of several private companies, including Northwest Communications Ltd., Coast Communications Ltd. and Prime Signal Ltd.	2003	Nil	6,000	10,000	Nil
Willard H. Yuill Medicine Hat, AB Canada Age: 66 Director since 1999 Member of the Human Resources Committee	Chairman and Chief Executive Officer, The Monarch Corporation, a private holding company with investments in communications, real estate and sports-related properties.	2004	5,400	3,756,547	10,000	Nil
	Mr. Yuill is a director of Western Financial Group Inc. as well as several private companies, including McKenzie Meadows Golf Corp. He is also a trustee of the St Andrew's College Foundation and a governor of the Western Hockey League.	2003	400	18,687	10,000	Nil

Notes:

- (1) All of the nominees listed above were elected as directors at the annual general meeting of shareholders of the Corporation held on January 21, 2004. For more information about the committees of the Board (Executive, Audit, Corporate Governance and Human Resources) as well as the Corporation's system and approach with respect to corporate governance, see Statement of Corporate Governance.
- (2) The information as to the securities (other than DSUs) beneficially owned, or over which control or direction is exercised, has been furnished by each of the nominees as of December 3, 2004 and November 26, 2003.
- (3) For further details of stock options granted to directors, see the information under the heading Statement of Executive Compensation Compensation of Directors.
- (4) DSU means deferred share unit. The information as to DSUs is as of November 30, 2004. The DSU Plan was adopted effective January 1, 2004. See the information under the heading Statement of Executive Compensation Compensation of Directors.
- (5) Michael O'Brien qualifies as a financial expert under the Sarbanes-Oxley Act of 2002 and other applicable regulatory requirements.
- (6) Catherine M. Roozen, an associate of Harold A. Roozen, is a major shareholder of Catton Holdings Ltd., which owns 1,030,000 Class A Shares and 4,674,254 Class B Non-Voting Shares.
- (7) Jeffrey Royer beneficially owns 6,973 Class B Non-Voting Shares. An associate of Mr. Royer owns 6,965,813 Class B Non-Voting Shares. Mr. Royer does not beneficially own, directly or indirectly, or exercise control or direction over, such shares. This information is included

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solely to provide more fulsome disclosure to shareholders.

- (8) JR Shaw is the father of Bradley S. Shaw and Jim Shaw. All of the Class A Shares owned or controlled by JR Shaw, Bradley S. Shaw and Jim Shaw are subject to a Voting Trust Agreement, details of which are provided under the heading [Proxy Information](#) [Voting Shares and Principal Holders Thereof](#) . Certain Class A Shares and Class B Non-Voting Shares shown for Bradley S. Shaw and Jim Shaw are beneficially owned by such individuals but are held by corporations owned or controlled by JR Shaw.
- (9) All of the directors of the Corporation, other than JR Shaw, Bradley S. Shaw and Jim Shaw, are independent and unrelated to the Corporation and its affiliates. JR Shaw, Bradley S. Shaw and Jim Shaw are related directors due to their positions as officers of the Corporation and its subsidiaries. See [Statement of Corporate Governance](#) [Compliance with TSX Guidelines and Related Requirements](#) .

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The following table summarizes the meetings of the Board and its committees (Executive, Audit, Corporate Governance and Human Resources) held during the fiscal year ended August 31, 2004, and the attendance of individual directors of the Corporation at such meetings.

Director	Board of Directors	Executive Committee	Audit Committee	Corporate Governance Committee	Human Resources Committee
	(5 meetings)	(3 meetings)	(5 meetings)	(5 meetings)	(5 meetings)
JR Shaw	5 of 5	3 of 3			
Adrian Burns	5 of 5			5 of 5	
James F. Dinning	5 of 5		4 of 5		
George F. Galbraith	5 of 5	3 of 3	5 of 5		
Ronald V. Joyce	5 of 5	2 of 3			
Charles V. Keating	5 of 5			5 of 5	
Donald F. Mazankowski	4 of 5	3 of 3		4 of 5	
Michael W. O'Brien	5 of 5		5 of 5		
Harold A. Roozen	5 of 5		5 of 5		
Jeffrey Royer	5 of 5	2 of 3			5 of 5
Bradley S. Shaw (1)	5 of 5				
Jim Shaw (1)	5 of 5				
JC Sparkman	4 of 5	2 of 3			5 of 5
John S. Thomas	5 of 5			5 of 5	
Willard H. Yuill	5 of 5				5 of 5
Total Attendance Rate	97%				

Note:

(1) Neither Bradley S. Shaw nor Jim Shaw served as a member of a committee of the Board during fiscal 2004, 2003 or 2002. As executive officers of the Corporation, Bradley S. Shaw and Jim Shaw attend committee meetings on an ad hoc basis at the request of the committees.

Following each meeting, the Board and its committees conduct in camera sessions, at which no management directors or members of management (other than the Executive Chair, in the case of the Board) are present. The in camera sessions are intended not only to encourage the Board and its committees to fully and independently fulfil their mandates, but also to facilitate the performance of the fiduciary duties and responsibilities of the Board and its committees on behalf of shareholders of the Corporation.

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The following table summarizes the cash compensation that was paid or would have been paid to each director of the Corporation for the fiscal year ended August 31, 2004 if such director had not chosen to participate in the Corporation's DDSU Plan. See also Statement of Executive Compensation - Compensation of Directors .

Director	Board Retainer	Committee Retainers	Committee Chair Retainer	Attendance Fees	Total Compensation	Percentage Paid in DSUs
	(\$)	(\$)	(\$)	(\$)	(\$)	(%)
JR Shaw	Nil	Nil	Nil	Nil	Nil	n/a (1)
Adrian Burns	42,500	3,000	Nil	11,000	56,500	100
James F. Dinning	42,500	3,000	Nil	8,000	53,500	75
George F. Galbraith	42,500	6,000	Nil	12,000	60,500	Nil
Ronald V. Joyce	42,500	3,000	Nil	6,000	51,500	100
Charles V. Keating	42,500	3,000	Nil	10,000	55,500	100
Donald F. Mazankowski	42,500	6,000	5,000	10,000	63,500	50
Michael W. O'Brien	42,500	3,000	Nil	10,000	55,500	25
Harold A. Roozen	42,500	3,000	5,000	9,000	59,500	Nil
Jeffrey Royer	42,500	6,000	Nil	10,000	58,500	50
Bradley S. Shaw	42,500	Nil	Nil	5,000	47,500	n/a (1)
Jim Shaw	Nil	Nil	Nil	Nil	Nil	n/a (1)
JC Sparkman (2)	42,500	3,000	5,000	13,000	63,500	50
John S. Thomas	42,500					