

CENEX HARVEST STATES COOPERATIVES
Form POS AM
February 25, 2003

As filed with the Securities and Exchange Commission on February 25, 2003

Registration No. 333-65364

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20459

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-2**

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

CENEX HARVEST STATES COOPERATIVES

(Exact name of Registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
Incorporation or organization)

41-0251095

(I.R.S. Employer Identification No.)

5500 Cenex Drive
Inver Grove Heights, Minnesota 55077
(651) 451-5151

(Address and Zip Code of Principal Executive Offices)

David Kastelic
Senior Vice President and General Counsel
Cenex Harvest States Cooperatives
5500 Cenex Drive
Inver Grove Heights, Minnesota 55077
(651) 451-5151

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(Name, address, including zip code and telephone number, including area code, of agent for service)

Copy to:
William B. Payne
Dorsey & Whitney LLP
50 South Sixth Street
Minneapolis, Minnesota 55402
(612) 340-2600
Fax: (612) 340-8738

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. []

If the registrant elects to deliver its latest annual report to security holders, or a complete and legible facsimile thereof, pursuant to Item 11(a)(1) of this Form, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registrations statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

TERMINATION OF OFFERING UNDER REGISTRATION STATEMENT

Cenex Harvest States Cooperatives, a Minnesota cooperative corporation (the Company), registered the public offer and sale of an aggregate of 50,000,000 shares of 8% Preferred Stock (the Preferred Stock) pursuant to Registration Statement No. 333-65364 (which was declared effective on October 31, 2001) filed with the Securities and Exchange Commission on July 18, 2001 and amended on October 26, 2001. To date, the Company has sold 9,454,874 shares of the Preferred Stock. The Company has discontinued sales under this registration statement and hereby terminates the offering of the remaining 40,545,126 shares of Preferred Stock under Registration Statement No. 333-65364.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-2 and has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Inver Grove Heights, State of Minnesota, on this 25th day of February, 2003.

CENEX HARVEST STATES COOPERATIVES

By: /s/ John Schmitz

John Schmitz
Executive Vice President and Chief Financial
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <hr/> John D. Johnson	President and Chief Executive Officer	February 25, 2003
/s/ John Schmitz <hr/> John Schmitz	Executive Vice President and Chief Financial Officer Vice President and Controller	February 25, 2003

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February 25, 2003

Jodell M. Heller

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Michael Toelle

Director

February 25, 2003

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Bruce Anderson

Director

February 25, 2003

*

Robert Bass

Director

February 25, 2003

David Bielenberg

Director

Dennis Carlson

Director

*

Curt Eischens

Director

February 25, 2003

*

Robert Elliot

Director

February 25, 2003

*

Robert Grabarski

Director

February 25, 2003

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Jerry Hasnedl

Director

February 25, 2003

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Glen Keppy	Director	February 25, 2003
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James Kile	Director	February 25, 2003
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Randy Knecht	Director	
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Leonard Larson	Director	February 25, 2003
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Richard Owen	Director	February 25, 2003
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Duane Stenzel	Director	February 25, 2003
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Merlin Van Walleghen	Director	February 25, 2003
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Elroy Webster	Director	February 25, 2003
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*By: /s/ John Schmitz

John Schmitz

As Attorney-in-fact