CARPENTER TECHNOLOGY CORP Form S-8

October 31, 2007

(Full title of the plan)

Registration Statement No. 333
Filed with the Securities and Exchange Commission on October 31, 2007
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
CARPENTER TECHNOLOGY CORPORATION
(Exact name of registrant as specified in its charter)
<u>Delaware</u>
<u>Delawate</u>
(State or other jurisdiction of
incorporation or organization)
<u>23-0458500</u>
(I.R.S. Employer
Identification Number)
P.O. Box 14662
<u>Reading, PA 19612</u>
(Address of Principal Executive Offices)
Carpenter Technology Corporation Stock-Based Compensation Plan
For Non-Employee Directors

Oliver C. Mitchell, Jr., Esq. with copy to:

Senior Vice President, General Counsel Paul G. Mattaini

and Secretary Kimberly J. Decker, Esquire

P.O. Box 14662 Barley Snyder LLC

Reading, PA 19612 126 East King Street

Lancaster, PA 17602-2893

(Name and address of agent for service)

(610) 208-2000

(Telephone number of agent for service)

Calculation of Registration Fee

TC:41 C 1

Title of each	Amount			
class of securities	to be	Proposed	Proposed	Amount
to be registered	registered	maximum	maximum	of registration fee
		offering	aggregate	
Common Stock	500,000	price per share* \$138.45	offering price \$69,225,000	\$2,126.00
\$ 5.00 par value per share				

^{*} Determined, in accordance with Rule 457(c) and (h), upon the basis of the average of the high and low prices reported on the New York Stock Exchange as of October 26, 2007, of the \$5.00 par value per share common stock of Carpenter Technology Corporation.

This registration statement registers 500,000 additional shares of Common Stock of the Registrant to be issued under the Carpenter Technology Corporation Stock-Based Compensation Plan For Non-Employee Directors for which a registration statement on Form S-8, (Commission File No. 333-40991), has been filed and is effective. In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of such prior 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 Reading, Pennsylvania, on October 15, 2007.

Attest: <u>/s/ Oliver C. Mitchell, Jr.</u>	CARPENTER TECHNOLOGY CORPORATION
Oliver C. Mitchell, Jr	
Senior Vice President, General Counsel and	
Secretary	By: /s/ Anne L. Stevens
	Anne L. Stevens
	Chairman, President and Chief
	Executive Officer

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.

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Oliver C. Mitchell, Jr. and K. Douglas Ralph, and each of them, his or her true and lawful attorney-in-fact, as agent with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all amendments to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent 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 and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Capacity	Date
/s/ Anne L. Stevens Anne L. Stevens	Director, Chairman, President and Chief Executive Officer (Principal Executive Officer)	October 15, 2007
/s/ K. Douglas Ralph	Chief Financial Officer and Senior Vice President - Finance (Principal Financial Officer/ Principal Accounting Officer)	October 15, 2007
K. Douglas Ralph		
/s/ Carl G. Anderson, Jr.	Director	October 15, 2007
Carl G. Anderson, Jr.	Director	October 15, 2007

/s/ Robert R. McMaster

Robert R. McMaster

/s/ 1. Martin Inglis Director October 15, 2007

I. Martin Inglis

/s/ Gregory A. Pratt Director October 15, 2007

Gregory A. Pratt

/s/ Kathryn C. Turner Director October 15, 2007

Kathryn C. Turner

<u>/s/ Jeffrey Wadsworth</u> Director October 15, 2007

Jeffrey Wadsworth

/s/ Stephen M. Ward, Jr. October 15, 2007

Stephen M. Ward, Jr.

/s/ Dr. Philip M. Anderson October 15, 2007

Dr. Philip M. Anderson

INDEX TO EXHIBITS

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<u>Exhibit</u> <u>Description</u>

5.1 Opinion of Barley Snyder re: Legality

23.1 Consent of Barley Snyder

23.2 Consent of PricewaterhouseCoopers LLP

Reference is made to the Signatures section of this Registration Statement for the Power of Attorney

contained therein