

BAYTEX ENERGY TRUST
Form 40-F/A
July 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F/A
Amendment No. 1

_____ Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934
 X Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: December 31, 2008
Commission File Number: 001-32754
Employer Identification Number: 98-0412464

BAYTEX ENERGY TRUST
(Exact name of Registrant as specified in its charter)

| | | |
|---|---|--|
| Alberta (Province or other jurisdiction of incorporation or organization) | 1311 (Primary standard industrial classification code number, if applicable) | Not Applicable (I.R.S. employer identification number, if applicable) |
|---|---|--|

Suite 2200, 205 – 5th Avenue S.W.
Calgary, Alberta T2P 2V7
(403) 269-4282
(Address and telephone number of registrant's principle executive offices)

CT Corporation System
111 Eighth Avenue
New York, NY 10011
(212) 894-8940
(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:

Name of each exchange on which registered:

TRUST UNITS

New York Stock Exchange

Toronto Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

NONE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

NONE

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

97,685,333 Trust Units were outstanding as of December 31, 2008.

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

EXPLANATORY NOTE

The Registrant is filing this Amendment No. 1 to the Annual Report on Form 40-F for the year ended December 31, 2008 (this "Amendment") to correct missing conformed signatures on Management's Report on Internal Control Over Financial Reporting and Management's Responsibility for Financial Statements, on the Report of Independent Registered Chartered Accountants, on the Comments by Independent Registered Chartered Accountants on Canada-United States of America Reporting Difference and on the Consolidated Balance Sheets included with the Audited Consolidated Financial Statements for the year ended December 31, 2008 included as exhibit 99.2 of the Annual Report on Form 40-F filed March 27, 2009.

Other than as expressly set forth above, this Amendment does not, and does not purport to, update or restate the information in any Item of the Form 40-F or reflect any events that have occurred after the Form 40-F was filed.

PRINCIPAL DOCUMENTS

The following document is being filed as part of this Amendment:

Audited Annual Financial Statements

For the Registrant's Audited Consolidated Financial Statements for the year ended December 31, 2008, including the report of our Independent Registered Chartered Accountants with respect thereto, see Exhibit 99.2 of this Amendment. For a reconciliation of differences between Canadian and United States generally accepted accounting principles, see note 19 of the Notes to the Audited Consolidated Financial Statements.

Except where otherwise indicated, all dollar amounts stated in this Annual Report on Form 40-F are in Canadian dollars.

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

Any change to the name and address of the agent for service for service of process of the Registrant shall be communicated promptly to the Commission by an amendment to the Form F-X referencing the file number of the relevant registration statement.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant:

BAYTEX ENERGY TRUST

By: Baytex Energy Ltd.

(signed) "W. Derek Aylesworth"

Name: W. Derek Aylesworth, CA

Title: Chief Financial Officer

Date: July --16, 2009

Form 40-F/A Table of Contents

| Exhibit No. | Document |
|-------------|---|
| 99.1* | Annual Information Form of the Registrant for the fiscal year ended December 31, 2008 |
| 99.2 | Audited Consolidated Financial Statements of the Registrant for the year ended December 31, 2008, including reconciliation to United States generally accepted accounting principles, together with the Auditors' Report thereon. |
| 99.3* | Management's Discussion and Analysis of the Registrant for the year ended December 31, 2008. |
| 99.4 | Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002. |
| 99.5 | Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002. |
| 99.6 | Certification of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.7 | Certification of Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.8 | Consent of Deloitte & Touche LLP, independent registered chartered accountants. |
| 99.9* | Consent of Sproule Associates Limited, independent engineers. |

* previously filed.