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STREICHER MOBILE FUELING INC

Form S-8

March 15, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 15, 2004.
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

STREICHER MOBILE FUELING, INC.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| FLORIDA (State or other jurisdiction of incorporation or organization) | 65-0707824 (I.R.S. Employer Identification No.) |
| 800 West Cypress Creek Road, Suite 580 Fort Lauderdale, FL (Address of Principal Executive Offices) | 33309 (Zip Code) |

STREICHER MOBILE FUELING 2000 STOCK OPTION PLAN
(Full title of the plan)

Richard E. Gathright
President and Chief Executive Officer
800 West Cypress Creek Road, Suite 580
Fort Lauderdale, FL 33309

With a Copy To:
S. Lee Terry, Jr., Esq.
Davis Graham & STUBBS LLP
1550 17Th Street, Suite 500
Denver, CO 80202

(Name and address of agent for service)

(954) 308-4200 (303) 892-9400
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Regis- tration Fee |
|---|-------------------------------|---|---|--|
| Common Stock (\$.01 par Value Per Share) | 1,357,948 | \$1.82 (1) | \$2,471,465.36 (1) | \$313.13 |

NOTES:

(1) Pursuant to Rule 457(h)(1), the price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common

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Stock on March 11, 2004 as quoted on NASDAQ.

EXPLANATORY NOTE

This Registration Statement registers an additional 1,357,948 shares of Common Stock, \$.01 par value per share (the "Common Stock"), of Streicher Mobile Fueling, Inc. (the "Company"), issuable under the Company's 2000 Stock Option Plan (the "2000 Plan"). The other 1,000,000 shares of Common Stock available under the 2000 Plan were previously registered by Registration Statement on Form S-8 (Reg. No. 333-61764), which Registration Statement is hereby incorporated by reference.

ITEM 8. EXHIBITS

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 4.1 | 2000 Stock Option Plan incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (No. 333-61764) filed with the Securities and Exchange Commission on May 25, 2001 |
| 5.1 | Opinion of Davis Graham & Stubbs LLP |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of Davis Graham & Stubbs LLP (included in Exhibit 5.1) |

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 Fort Lauderdale, State of Florida, on March 15, 2004.

STREICHER MOBILE FUELING, INC.

By: /s/RICHARD E. GATHRIGHT

Richard E. Gathright, 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 date indicated.

| Signature ----- | Title ----- | Date ---- |
|--------------------|----------------|--------------|
|--------------------|----------------|--------------|

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| | | |
|--|--|----------------|
| /s/RICHARD E. GATHRIGHT ----- Richard E. Gathright | President and Chief Executive Office (principal executive officer) | March 15, 2004 |
| /s/MICHAEL S. SHORE ----- Michael S. Shore | Sr. Vice President and Chief Financial Officer (principal financial and accounting officer) | March 15, 2004 |
| /s/WENDELL R. BEARD ----- Wendell R. Beard | Director | March 15, 2004 |
| /s/RICHARD N. HAMLIN ----- Richard N. Hamlin | Director | March 15, 2004 |
| /s/LARRY S. MULKEY ----- Larry S. Mulkey | Director | March 15, 2004 |
| /s/C. RODNEY O'CONNOR ----- C. Rodney O'Connor | Director | March 15, 2004 |
| /s/ROBERT S. PICOW ----- Robert S. Picow | Director | March 15, 2004 |
| /s/W. GREG RYBERG ----- W. Greg Ryberg | Director | March 15, 2004 |

EXHIBIT INDEX

| | |
|------|--------------------------------------|
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