

FIRST BANCTRUST CORP  
Form S-8 POS  
November 03, 2008

As filed with the Securities and Exchange Commission on November 3, 2008

Registration No. 333-114943

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
*Registration Statement*  
*Under*  
*The Securities Act of 1933*  
**FIRST BANCTRUST CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**37-140661**  
(I.R.S. employer  
identification no.)

101 South Central Avenue  
Paris, Illinois 61944  
(Address of principal executive offices, including zip code)

**FIRST BANCTRUST CORPORATION**  
**2002 Stock Option Plan**  
(Full title of the plan)

**Terry J. Howard**  
**President and Chief Executive Officer**  
**First BancTrust Corporation**  
**101 South Central Avenue**  
**Paris, Illinois 61944**

(Name and address of agent for service)  
**(217) 465-6381**  
(Telephone number, including area code, of agent for service)

**With a copy to:**  
**Timothy E. Kraepel**  
**Howard & Howard Attorneys, P.C.**  
**The Pinehurst Office Center, Suite 101**  
**39400 Woodward Avenue**  
**Bloomfield Hills, Michigan 48304-5151**  
**(248) 645-1483**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  
filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting  
company)

Smaller reporting  
company



**DEREGISTRATION OF SHARES**

The shares of common stock of First BancTrust Corporation previously registered for sale under this Registration Statement are hereby withdrawn from registration. No securities remain unsold under this Registration Statement.

**SIGNATURES**

*The Registrant.* 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 of this Post-Effective Amendment No. 1 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 Paris, State of Illinois, on November 3, 2008.

FIRST BANCTRUST CORPORATION  
(Registrant)

By: /s/ Terry J. Howard  
Terry J. Howard  
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.

Signature	Title	Date
/s/ Terry J. Howard	President, Chief Executive Officer and Director (Principal Executive Officer)	November 3, 2008
Terry J. Howard		
/s/ Ellen M. Litteral	Chief Financial Officer and Treasurer (Principal Accounting and Financial Officer)	November 3, 2008
Ellen M. Litteral		
**	Chairman of the Board of Directors	November 3, 2008
Terry T. Hutchison		
**	Director	November 3, 2008
John P. Graham		

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Signature	Title	Date
** Joseph R. Schroeder	Director	November 3, 2008
** Vick N. Bowyer	Director	November 3, 2008
** James D. Motley	Director	November 3, 2008
** John W. Welborn	Director	November 3, 2008
** David W. Dick	Director	November 3, 2008

\*\* By: /s/ Terry J. Howard  
Terry J. Howard, Attorney-in-Fact

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>	
24.1	Powers of Attorney (previously filed).	4