

SHAW COMMUNICATIONS INC

Form 15F-12B

February 01, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 15**

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-14684

SHAW COMMUNICATIONS INC.

(Exact name of registrant as specified in its charter)

**Suite 900, 630 3rd Avenue S.W.
Calgary, Alberta T2P 4L4
(403) 750-4500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

8.54% Series B Capital Securities

(Title of each class of securities covered by this Form)

**Class B Non-Voting Participating Shares
8.25% Senior Notes due 2010
7.25% Senior Notes due 2011
7.20% Senior Notes due 2011
6.10% Senior Notes due 2012
7.5% Senior Notes due 2013
6.15% Senior Notes due 2016
5.70% Senior Notes due 2017**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- | | | | |
|----------------------|-----------------------|----------------------|----------------------------------|
| Rule 12g-4(a)(1)(i) | <input type="radio"/> | Rule 12h-3(b)(1)(i) | <input checked="" type="radio"/> |
| Rule 12g-4(a)(1)(ii) | <input type="radio"/> | Rule 12h-3(b)(1)(ii) | <input type="radio"/> |
| Rule 12g-4(a)(2)(i) | <input type="radio"/> | Rule 12h-3(b)(2)(i) | <input type="radio"/> |
| Rule 12g-4(a)(2)(ii) | <input type="radio"/> | Rule 12h-3(b)(2)(ii) | <input type="radio"/> |
| | | Rule 15d-6 | <input type="radio"/> |

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Shaw Communications Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: February 1, 2008

Shaw Communications Inc.

By: /s/ Steve Wilson
Name: Steve Wilson
Title: Senior Vice President and Chief
Financial Officer