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OWENS & MINOR INC/VA/
Form S-8
May 24, 2001

As filed with the Securities and Exchange Commission on May 24, 2001.

Registration Statement No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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

OWENS & MINOR, INC.

(Exact name of Registrant as specified in its charter)

Virginia 54-1701843
(State or other jurisdiction of (I.R.S. Employer Identification Number)
incorporation or organization)

4800 Cox Road
Glen Allen, Virginia 23060-6292
(Address of principal executive office, including zip code)
OWENS & MINOR, INC.

1998 STOCK OPTION AND INCENTIVE PLAN

(Full title of the Plan)

Drew St. J. Carneal
Senior Vice President, Secretary & General Counsel
Owens & Minor, Inc.
4800 Cox Road
Glen Allen, Virginia 23060-6292
(804) 747-9794
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

With copies to:
C. Porter Vaughan, III
Hunton & Williams
951 East Byrd Street
Richmond, Virginia 23219-4074
(804) 788-8200

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 (*) |
|---|----------------------------|---|---|
| ----- | | | |
| Common Stock, \$2.00 par | | | |

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| | | | |
|---|------------------|---------|--------------|
| value per share (including associated Rights) | 1,400,000 shares | \$19.33 | \$27,062,000 |
|---|------------------|---------|--------------|

(*) Estimated solely for the purpose of computing the registration fee. This amount was calculated pursuant to Rule 457(c) on the basis of the average of the high and low prices of the Common Stock on the New York Stock Exchange on May 21, 2001.

The contents of the Registrant's Form S-8 Registration Statement, Registration No. 333-58337 dated July 1, 1998 relating to the 1998 Stock Option and Incentive Plan are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.

-
- 4 Owens & Minor, Inc. 1998 Stock Option and Incentive Plan, as amended.
 - 5 Opinion of Drew St. J. Carneal as to the legality of the securities being registered.
 - 23.1 Consent of Drew St. J. Carneal (included in the opinion filed as Exhibit 5 to the Registration Statement).
 - 23.2 Consent of KPMG LLP.
 - 24 Power of Attorney (included on signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Glen Allen, Commonwealth of Virginia, on this 23rd day of May, 2001.

OWENS & MINOR, INC.

By: /s/ G. Gilmer Minor, III

G. Gilmer Minor, III
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on this 23rd day of May, 2001. Each person whose signature appears below hereby constitutes and appoints each of G. Gilmer Minor, III and Drew St. J. Carneal his/her true and lawful attorney-in-fact, for him/her, and in his/her name, place and stead, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to cause the same to be filed with the Securities and Exchange Commission, hereby granting to said attorneys-in-fact full power to do and perform all and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby

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ratifying and confirming all acts and things that said attorney-in-fact may do or cause to be done by virtue of these presents.

| Signature and Title ----- | Signature and Title ----- |
|--|--|
| By: /s/ G. Gilmer Minor, III ----- G. Gilmer Minor, III Chairman and Chief Executive Officer Director (Principal Executive Officer) | By: /s/ Jeffrey Kaczka ----- Jeffrey Kaczka Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| By: /s/ Olwen B. Cape ----- Olwen B. Cape Vice President and Controller (Principal Accounting Officer) | By: /s/ A. Marshall Acuff ----- A. Marshall Acuff Director |
| By: /s/ Henry A. Berling ----- Henry A. Berling Director | By: /s/ Josiah Bunting, III ----- Josiah Bunting, III Director |
| By: /s/ John T. Crotty ----- John T. Crotty Director | By: /s/ James B. Farinholt, Jr. ----- James B. Farinholt, Jr. Director |
| By: /s/ Vernard W. Henley ----- Vernard W. Henley Director | By: ----- Peter S. Redding Director |
| By: /s/ James E. Rogers ----- James E. Rogers Director | By: /s/ James E. Ukrop ----- James E. Ukrop Director |
| By: /s/ Anne Marie Whittemore ----- Anne Marie Whittemore Director | |

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- | Sequentially Numbered Page ----- |
|----------------------|---|--|
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