

HANSON PLC
Form 8-A12B
August 15, 2006

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934
HANSON PLC**

(Exact Name of Registrant as Specified in its Charter)

England and Wales None

(State of Incorporation or Organization)

(I.R.S. Employer Identification no.)

1 Grosvenor Place
London SW1X 7JH

None

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-136396
Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

6.125% Notes due 2016

The New York Stock Exchange

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

None

Title of Class

TABLE OF CONTENTS

Item 1. Description of Registrant's Securities to be Registered

Item 2. Exhibits

SIGNATURE

EXHIBIT INDEX

EX-1.1: FORM OF INDENTURE

EX-1.2: FORM OF OFFICERS' CERTIFICATE

Table of Contents

INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant has filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933 (Rule 424(b)) a prospectus supplement dated August 9, 2006 (the Prospectus Supplement) to a prospectus dated August 8, 2006 (the Prospectus), relating to the Securities to be registered hereunder included in the Registrant's Registration Statement on Form F-3 (File No. 333-136396), which was automatically declared effective by the Commission upon filing pursuant to Rule 462(e) under the Securities Act of 1933. The Registrant incorporates by reference the Prospectus Supplement and the Prospectus to the extent set forth below.

Item 1. Description of Registrant's Securities to be Registered

Reference is made to the information set forth under the headings Description of Notes and Tax Considerations in the Prospectus Supplement and under the heading Description of Debt Securities in the Prospectus, which information is incorporated herein by reference.

Item 2. Exhibits

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, the following exhibits are being filed with the Commission in connection with this Registration Statement:

- (A) Prospectus Supplement (incorporated herein by reference to the Registrant's filing pursuant to Rule 424(b) on August 11, 2006).
- (B) 1.1 Form of Indenture among the Registrant and The Bank of New York, as Trustee.
- 1.2 Form of Officers' Certificate of the Registrant pursuant to Section 2.4 of the Indenture setting forth the terms of the Securities.

Table of Contents

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 10, 2006

HANSON PLC

By: /s/ Graham Dransfield

Name: Graham Dransfield

Title: Legal Director

Table of Contents

EXHIBIT INDEX

Exhibit No. Description of Exhibit

- | | |
|-----|--|
| 1.1 | Form of Indenture among the Registrant and The Bank of New York, as Trustee. |
| 1.2 | Form of Officers Certificate of the Registrant pursuant to Section 2.4 of the Indenture setting forth the terms of the Securities. |