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AZTAR CORP
Form 8-A12B/A
April 20, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

AZTAR CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

86-0636534

(State of Incorporation or Organization)

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

2390 Camelback Road, Suite 400
Phoenix, Arizona

85016

(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. [x]

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:
N/A

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

Preferred Stock Purchase Rights

New York Stock Exchange

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

None

None

(Title of Class)

(Name of Exchange)

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

Item 1 of Form 8-A filed by Aztar Corporation (the "Company") on

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December 15, 1999, amended by Form 8-A/A filed by the Company on March 16, 2006, relating to Preferred Stock Purchase Rights is hereby amended to provide:

On April 18, 2006, Aztar Corporation (the "Company"), Pinnacle Entertainment, Inc. ("Pinnacle") and PNK Development 1, Inc. ("Merger Sub") entered into Amendment No. 1 to the Agreement and Plan of Merger, dated as of March 13, 2006 (and as may be amended from time to time, the "Merger Agreement"), by and among the Company, Pinnacle and Merger Sub. In order to give effect to Amendment No. 1 to the Merger Agreement, the Board of Directors of the Company authorized the amendment of the Rights Agreement, dated as of December 14, 1999 (the "Rights Agreement"), between the Company and ChaseMellon Shareholders Services, L.L.C. (the "Rights Agent").

On April 20, 2006, the Company and Mellon Investor Services LLC (as successor to ChaseMellon Shareholder Services, L.L.C.) executed Amendment No. 2 ("Amendment No. 2") to the Rights Agreement. Capitalized terms used below but not defined herein shall have the meanings assigned thereto in the Rights Agreement. Amendment No. 2 provides that neither Pinnacle nor any of its subsidiaries shall be deemed an Acquiring Person (x) by virtue of their acquisition, or their right to acquire, beneficial ownership of Common Stock of the Company as a result of their execution of the Merger Agreement (after giving effect to any amendment to the Merger Agreement), (y) the consummation of the Merger, or (z) any other transaction contemplated by the Merger.

The Rights Agreement is filed as Exhibit 1 to the Company's Registration Statement on Form 8-A, filed with the Securities and Exchange Commission (the "Commission") on December 15, 1999, and is incorporated herein by reference. Amendment No. 1 to the Rights Agreement ("Amendment No. 1") is filed as Exhibit 4.2 to the Current Report on Form 8-K, filed with the Commission on March 16, 2006, and is incorporated herein by reference. Amendment No. 2 is filed as Exhibit 4.3 to the Current Report on Form 8-K, filed with the Commission on April 20, 2006, and is incorporated herein by reference.

The foregoing description of the Rights Agreement, Amendment No. 1 and Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Item 2. Exhibits

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 4.1 | Rights Agreement, dated as of December 14, 1999, between Aztar Corporation and ChaseMellon Shareholder Services, L.L.C., as Rights Agent, filed as Exhibit 1 to Aztar's Corporation's Registration Statement on Form 8-A, filed by Aztar Corporation on December 15, 1999, and incorporated herein by reference. |
| 4.2 | Amendment No. 1, dated as of March 14, 2006, to the Rights Agreement, between Aztar Corporation and Mellon Investor Services LLC (as successor to ChaseMellon Shareholder Services, L.L.C.), as Rights Agent, filed as Exhibit 4.2 to Current Report on Form 8-K, filed by Aztar Corporation on March 16, 2006, and incorporated herein by reference. |
| 4.3 | Amendment No. 2, dated as of April 20, 2006, to the Rights Agreement, between Aztar Corporation and Mellon Investor Services LLC (as successor to ChaseMellon Shareholder Services, L.L.C.), as Rights Agent, filed as Exhibit 4.3 to Current Report on |

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Form 8-K, filed by Aztar Corporation on April 20, 2006, and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 20, 2006

AZTAR CORPORATION

By: /s/ Neil A. Ciarfalia

Name: Neil A. Ciarfalia
Title: Chief Financial Officer,
Vice President and Treasurer

EXHIBIT INDEX

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