

THOMSON CORP /CAN/  
Form 40-F  
March 01, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549**

**FORM 40-F**

**Registration Statement Pursuant to Section 12 of the Securities Exchange Act of 1934  
OR**

**Annual Report Pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

**For the fiscal year ended December 31, 2005**

**Commission File Number: 1-31349**

**THE THOMSON CORPORATION**

(Exact name of Registrant as specified in its charter)

**N/A**

(Translation of Registrant's name into English (if applicable))

**Ontario**

(Province or other jurisdiction of incorporation or organization)

**2741**

(Primary Standard Industrial Classification Code Number (if applicable))

**98-0176673**

(I.R.S. Employer Identification Number (if applicable))

**Metro Center, One Station Place, Stamford, Connecticut 06902, (203) 539-8000**

(Address and telephone number of Registrant's principal executive offices)

**Thomson Holdings Inc.**

**Attn: Deirdre Stanley, Esq., Senior Vice President and General Counsel**

**Metro Center, One Station Place, Stamford, Connecticut 06902, (203) 539-8000**

(Name, address (including zip code) and telephone number (including area code) of agent for service  
in the United States)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b> | <b>Name of Each Exchange<br/>on Which Registered</b> |
|----------------------------|--|
| Common shares              | New York Stock Exchange                              |

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

None

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

Debt Securities

**For annual reports, indicate by check mark the information filed with this Form:**

Annual information form       Audited annual financial statements

**Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the  
close of the period covered by the annual report:**

648,948,992 common shares and 6,000,000 Series II preference shares

**Indicate by check mark whether the Registrant by filing the information contained in this Form is also  
thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities**

**Exchange Act of 1934 (the Exchange Act ). If Yes is marked, indicate the filing number assigned to the Registrant in connection with such Rule.**

Yes  82-\_\_\_\_\_ No

**Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.**

Yes  No

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## **CONTROLS AND PROCEDURES**

### **a. Disclosure controls and procedures.**

The Chief Executive Officer and Chief Financial Officer of The Thomson Corporation (the Corporation), after evaluating the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) as of the end of the period covered by this annual report, have concluded that the Corporation's disclosure controls and procedures are effective to ensure that all information required to be disclosed by the Corporation in reports that it files or furnishes under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in U.S. Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Corporation's management, including its Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

### **b. Changes in internal control over financial reporting.**

There was no change in the Corporation's internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934) that occurred during the Corporation's last fiscal year that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

## **AUDIT COMMITTEE FINANCIAL EXPERT**

The disclosure provided under the heading Audit Committee on page 41 of Exhibit 99.1 (Annual Information Form) is incorporated by reference herein.

## **CODE OF ETHICS**

The disclosure provided under the heading Code of Business Conduct and Ethics on page 45 of Exhibit 99.1 (Annual Information Form) is incorporated by reference herein.

## **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The disclosure provided under the heading Principal Accountant Fees and Services on page 42 of Exhibit 99.1 (Annual Information Form) is incorporated by reference herein.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The disclosure provided under the heading Off-Balance Sheet Arrangements, Commitments and Contractual Obligations on page 24 of Exhibit 99.2 (Management's Discussion and Analysis) is incorporated by reference herein.

## **TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

The disclosure provided under the heading Off-Balance Sheet Arrangements, Commitments and Contractual Obligations on page 24 of Exhibit 99.2 (Management's Discussion and Analysis) is incorporated by reference herein.

**IDENTIFICATION OF THE AUDIT COMMITTEE**

The disclosure provided under the heading Directors and Officers on page 39 of Exhibit 99.1 (Annual Information Form) is incorporated by reference herein.

**DISCLOSURE PURSUANT TO REQUIREMENTS OF THE NEW YORK STOCK EXCHANGE**

The disclosure provided under the headings Controlled Company, Independent Directors, Presiding Directors at Meetings of Non-Management and Independent Directors, Communications with Non-Management and Independent Directors and Presiding Directors and Corporate Governance Guidelines and Board Committee Charters beginning on page 44 of Exhibit 99.1 (Annual Information Form) is incorporated by reference herein.

**UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

**a. Undertaking.**

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

**b. Consent to Service of Process.**

The Registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

**THE THOMSON CORPORATION**

By: /s/ Deirdre Stanley

Name: Deirdre Stanley  
Title: Senior Vice President and General Counsel

Date: March 1, 2006

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | Annual Information Form for the year ended December 31, 2005   |
| 99.2                  | Management's Discussion and Analysis for the year ended December 31, 2005                              |
| 99.3                  | Audited Consolidated Financial Statements for the year ended December 31, 2005                         |
| 99.4                  | Consent of PricewaterhouseCoopers LLP, Chartered Accountants   |
| 99.5                  | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 99.6                  | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 99.7                  | Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.8                  | Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |