

STEWART & STEVENSON SERVICES INC  
Form S-8  
April 16, 2003

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Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

## STEWART & STEVENSON SERVICES, INC.

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**74-1051605**  
(I.R.S. Employer  
Identification Number)

**2707 North Loop West**  
**Houston, Texas**  
Address of Principal Executive Offices)

**77008**  
(Zip Code)

## STEWART & STEVENSON SERVICES, INC. 1993 NONOFFICER EMPLOYEE STOCK OPTION PLAN

(Full title of the plan)

**Carl B. King**  
**P. O. Box 1637**  
**Houston, Texas 77251-1637**  
(Name and address of agent for service)

**(713) 868-7700**  
(Telephone number, including area code, of agent for service)

### CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock, without par value per share	276,000	\$10.88	\$3,002,880	\$242.93

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(1)

Pursuant to Rule 457(h) under the Securities Act of 1933, the offering price of shares of Common Stock to be purchased pursuant to the Plan is based on the average of the high and low quoted transaction prices on April 14, 2003, for purposes of calculating the registration fee.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

This registration statement relates only to additional securities of the same class for which another registration statement filed on this form relating to an employee benefit plan is effective. That Registration Statement on Form S-8 (Registrant No. 33-65404) filed July 1, 1993, is hereby incorporated herein by reference pursuant to General Instruction E to Form S-8.

**Item 8. Exhibits.**

The following exhibits are filed as a part of this Registration Statement pursuant to Item 601 of Regulation S-K.

- 5.1 Opinion of William L. Moll, Jr., Managing Attorney for the Company.
- 23.1 Consent of Ernst & Young LLP, independent auditors.
- 23.2 Consent of William L. Moll, Jr., Managing Attorney for the Company.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Houston, and the State of Texas, on the 16<sup>th</sup> day of April, 2003.

STEWART & STEVENSON SERVICES, INC.

By: /s/ MICHAEL L. GRIMES  
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 16<sup>th</sup> day of April, 2003.

/s/ MAX L. LUKENS

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Max L. Lukens  
Director

/s/ DONALD E. STEVENSON

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Donald E. Stevenson  
Director

/s/ CHARLES R. OFNER

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Charles R. Ofner  
Director

/s/ MONROE M. LUTHER

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Monroe M. Luther  
Director

/s/ KHLEBER V. ATTWELL

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Khleber V. Attwell  
Director

/s/ HOWARD WOLF

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Howard Wolf  
Director

/s/ MICHAEL L. GRIMES

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Michael L. Grimes  
Director

/s/ ROBERT S. SULLIVAN

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Robert S. Sullivan  
Director

/s/ C. JIM STEWART III

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C. Jim Stewart III  
Director

/s/ DARVIN M. WINICK

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Darvin M. Winick  
Director

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