

MERCANTILE BANKSHARES CORP  
Form S-8  
May 21, 2004

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As filed with the Securities and Exchange Commission on May 21, 2004.

Registration No. 333-

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

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

**MERCANTILE BANKSHARES CORPORATION**

(Exact name of registrant as specified in its charter)

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

**52-0898572**  
(IRS Employer  
Identification No.)

**MERCANTILE BANK & TRUST BUILDING  
TWO HOPKINS PLAZA, P. O. BOX 1477  
BALTIMORE, MD 21203**

(Address of Principal Executive Offices)(Zip Code)

**MERCANTILE BANKSHARES AND PARTICIPATING AFFILIATES UNFUNDED  
DEFERRED COMPENSATION PLAN FOR DIRECTORS**

(Full Title of the Plan)

**JOHN L. UNGER  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
MERCANTILE BANKSHARES CORPORATION  
MERCANTILE BANK & TRUST BUILDING  
TWO HOPKINS PLAZA, P. O. BOX 1477  
BALTIMORE, MD 21203  
(410) 237-590**

0 (Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

**MELISSA ALLISON WARREN  
VENABLE LLP  
1800 MERCANTILE BANK & TRUST BUILDING  
TWO HOPKINS PLAZA  
BALTIMORE, MD 21201  
(410) 244-7400**

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**CALCULATION OF REGISTRATION FEE**

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<b>Title Of Each Class Of Securities To Be Registered</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount Of Registration Fee (2)</b>
Common Stock, \$2.00 par value(1)	300,000 shares	Not applicable	Not applicable	\$1,694.30

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(1) Represents the maximum number of shares issuable under the Plan, and also covers an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance under the Plan as a result of any future stock split, stock dividend or similar adjustment. Includes as to each share of Common Stock a right, not currently exercisable or separately tradable, to purchase additional securities pursuant to the Registrant's Shareholders Protection Rights Agreement.

(2) The registration fee has been computed pursuant to Rules 457(c) and 457(h)(1) under the Securities Act of 1933, as amended, based on the average of the high and low prices per share for the Registrant's common stock (\$44.575), as reported on The Nasdaq National Market System on May 19, 2004.

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**PART I**

Documents containing the information specified in Part I of this Form S-8 have been and/or will be sent or given to Plan participants as specified by Rule 428(b)(1) of the Securities Act of 1933 (the "Securities Act"). In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

**PART II**

*Item 3. Incorporation of Documents by Reference.*

The following documents previously filed with the Commission by Mercantile Bankshares Corporation (the "Company" or "Registrant") are incorporated herein by reference: (a) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003; (b) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004; (c) the Company's Current Reports on Form 8-K filed on February 2, 2004, March 10, 2004, March 19, 2004, April 20, 2004, April 27, 2004, and April 30, 2004; and (d) the description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-B under the Securities Exchange Act of 1934 (the "Exchange Act"), including any amendment or report filed to update the description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

*Item 4. Description of Securities.*

Not applicable.

*Item 5. Interests of Named Experts and Counsel.*

Certain legal matters in connection with this Registration Statement will be passed upon for the Registrant by Venable LLP, Baltimore, Maryland. James L. Shea, a partner of Venable LLP, is a director of the Company.

*Item 6. Indemnification of Directors and Officers.*

The Maryland General Corporation Law ("MGCL") provides that a corporation may indemnify any director made a party to a proceeding by reason of service in that capacity unless it is established that: (1) the act or omission of the director was material to the matter giving rise to the proceeding and (a) was committed in bad faith or (b) was the result of active and deliberate dishonesty, or (2) the director actually received an improper personal benefit in money, property or services, or (3) in the case of any criminal proceeding, the director had reasonable cause to believe that the act or omission was unlawful. To the extent that a director has been successful in defense of any proceeding, the MGCL provides that he shall be indemnified against reasonable expenses incurred in connection therewith. A Maryland corporation may indemnify its officers to the same extent as its directors and to such further extent as is consistent with law.

The Registrant's Charter provides, as to indemnification:

(a) The liability of directors and officers to the Registrant or its stockholders for money damages shall be limited to the maximum extent that the liability of directors and officers of Maryland corporations is permitted to be limited by Maryland law. This limitation on liability shall apply to events occurring at the time a person serves as a director or officer of the Registrant whether or not such person is a director or officer at the time of any proceeding in which liability is asserted.

(b) To the maximum extent permitted by Maryland law, the Registrant shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify, to the same extent, its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Registrant shall advance expenses to its directors, officers and other person referred to above to the extent permitted by Maryland law. The Registrant's Board of Directors may by By-law, resolution or other agreement make further provision for indemnification of directors, officers, employees and agents to the extent permitted by Maryland law.

(c) References to Maryland law shall include the MGCL as from time to time amended. Neither the repeal or amendment of this paragraph, nor any other amendment to the Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this paragraph with respect to any act or omission which shall have occurred prior to such repeal or amendment.

Item 7. *Exemption from Registration Claimed.*

Not applicable.

Item 8. *Exhibits.*

4.1 Articles of Incorporation

A. Articles of Incorporation effective May 27, 1969 (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 2-39545, Exhibit 3-A(1)).

B. Articles of Amendment effective June 6, 1969 (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 2-39545, Exhibit 3-A(2)).

C. Articles Supplementary effective August 28, 1970 (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 2-39545, Exhibit 3-A(3)).

D. Articles of Amendment effective December 14, 1970 (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 2-39545, Exhibit 3-A(4)).

E. Articles Supplementary effective May 10, 1971 (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 2-39545, Exhibit 3-A(5)).

F. Articles Supplementary effective July 30, 1971 (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 2-41379, Exhibit 3-A(6)).

G. Articles of Amendment effective May 8, 1986 (Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1993, Exhibit 3-A(7), Commission File No. 0-5127).

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H. Articles of Amendment effective April 27, 1988 (Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1993, Exhibit 3-A(8), Commission File No. 0-5127).

I. Articles Supplementary effective September 13, 1989 (Incorporated by reference to the Registrant's Form 8-K filed September 27, 1989, Exhibit B attached to Exhibit 4-A, Commission File No. 0-5127).

J. Articles Supplementary effective January 3, 1990 (Incorporated by reference to the Registrant's Form 8-K filed January 9, 1990, Exhibit B attached to Exhibit 4-A, Commission File No. 0-5127).

K. Articles of Amendment effective April 26, 1990 (Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1990, Exhibit 3-A(11), Commission File No. 0-5127).

L. Articles of Amendment effective April 30, 1997 (Incorporated by reference to the Registrant's Registration Statement on Form S-4, File No. 333-43651, Exhibit 3(i)(L)).

M. Articles Supplementary effective June 9, 1999 (Incorporated by reference to the Registrant's Registration Statement on Form S-8, No. 333-90307, Exhibit 4.1.M).

N. Articles Supplementary effective September 30, 1999 (Incorporated by reference to the Registrant's Registration Statement on Form S-8, No. 333-90307, Exhibit 4.1.N).

O. Certificate of Correction effective July 3, 2002, concerning Articles of Amendment effective May 8, 1986 (Incorporated by reference to Registrant's Quarterly Report for the quarter ended September 30, 2002, Exhibit 3A(15), Commission File No. 0-5127).

P. Certificate of Correction effective July 3, 2002, concerning Articles of Amendment effective April 26, 1990 (Incorporated by reference to Registrant's Quarterly Report for the quarter ended September 30, 2002, Exhibit 3A(16), Commission File No. 0-5127).

4.2 Bylaws (Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003, Exhibit 3.B, Commission File No. 0-5127).

4.3 Rights Agreement dated as of June 8, 1999, between the Company and the Rights Agent (incorporated by reference to Form 8-K of Registrant, Exhibit (4), filed June 11, 1999, Commission File No. 0-5127).

4.4 Mercantile Bankshares Corporation and Participating Affiliates Unfunded Deferred Compensation Plan for Directors (filed herewith).

5.1 Opinion of Venable LLP (filed herewith).

23.1 Consent of PricewaterhouseCoopers, LLP (filed herewith).

23.2 Consent of Venable LLP (included in Exhibit 5.1).

24.1 Power of Attorney (filed herewith).

### Item 9. *Undertakings.*

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

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(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to the Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from the registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Mercantile Bankshares Corporation, 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 Baltimore in the State of Maryland on this 21<sup>st</sup> day of May 2004.

**MERCANTILE BANKSHARES CORPORATION**

By: /s/ EDWARD J. KELLY, III

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Edward J. Kelly, III  
 Chairman of the Board, President and  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<hr/> /s/ EDWARD J. KELLY, III Edward J. Kelly, III	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	May 21, 2004
<hr/> /s/ TERRY L. TROUPE Terry L. Troupe	Chief Financial Officer and Treasurer (Principal Financial Officer)	May 21, 2004
<hr/> /s/ WILLIAM T. SKINNER, JR. William T. Skinner, Jr. A majority of the Board of Directors:	Controller (Principal Accounting Officer)	May 21, 2004

Cynthia A. Archer, R. Carl Benna, Richard O. Berndt, Howard B. Bowen, William R. Brody, Eddie C. Brown, George L. Bunting, Jr., Freeman A. Hrabowski, Robert A. Kinsley, Jenny G. Morgan, Morton P. Plant, Christian H. Poindexter, Clayton S. Rose and James L. Shea.

May 21, 2004

By: /s/ EDWARD J. KELLY, III

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Edward J. Kelly, III  
 for himself and as attorney-in-fact

**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
4.4	Mercantile Bankshares Corporation and Participating Affiliates Unfunded Deferred Compensation Plan for Directors
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23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Venable LLP (included in Exhibit 5.1)
24.1	Power of Attorney



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