

As Filed With the Securities and Exchange Commission
on May 13, 2005

Registration No. 333-_____

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

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

INTERGRAPH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

63-0573222

(State or other jurisdiction of incorporation
or organization)

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

**One Madison Industrial Park
Huntsville, Alabama 35894-0001**
(Address of Principal Executive Offices)

**INTERGRAPH CORPORATION
2005 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

**David Vance Lucas
Vice President, Secretary and General Counsel
Intergraph Corporation
One Madison Industrial Park
Huntsville, Alabama 35894-0001
(256) 730-2000**

(Name, Address, and Telephone Number of Registrant's agent for service)

Copy to:

**J. Allen Overby
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-0002**

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.10 par value	1,000,000	\$29.68	\$29,680,000	\$3,493.34

⁽¹⁾ Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

⁽²⁾ Pursuant to Rule 457(c) and (h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock on the Nasdaq National Market on May 11, 2005.

PART I

Information Required in the Section 10(a) Prospectus

Intergraph Corporation (the "Registrant") has sent or given or will send or give documents containing the information specified by Part I of this Form S-8 Registration Statement (the "Registration Statement") to participants in the plan to which this Registration Statement relates, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"). The Registrant is not filing such documents with the SEC, but these documents constitute (along with the documents incorporated by reference into the Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference and shall be deemed to be a part hereof from the date of filing of such document:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004;
- (2) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005; and
- (3) The description of the Registrant's Common Stock, par value \$0.10 per share, contained in the Registrant's Registration Statement on Form 8-A12G/A filed with the SEC on October 29, 2002, and the description of the related stock purchase rights contained in the Registration Statement on Form 8-A12G/A filed with the SEC on March 8, 2002, and including all other amendments and reports filed for the purpose of updating such descriptions.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits, is not incorporated by reference in this Registration Statement or the related prospectus.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

David Vance Lucas, the Company's General Counsel, who has passed upon the legality of the Common Stock offered hereby, is eligible to participate in the Intergraph Corporation 2005 Employee Stock Purchase Plan.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") permits a Delaware corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation) or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise. A corporation may indemnify against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person indemnified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had

no reasonable cause to believe his or her conduct was unlawful. If the person indemnified is not wholly successful in such action, suit or proceeding, but is successful, on the merits or otherwise, in one or more but less than all claims, issues or matters in such proceeding, he or she may be indemnified against expenses actually and reasonably incurred in connection with each successfully resolved claim, issue or matter. In the case of an action or suit by or in the right of the corporation to procure a judgment in its favor, no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware, or the court in which such action or suit was brought, shall determine upon application that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Section 145 provides that, to the extent a present or former director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to above or in the defense of any claim, issue or manner therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Article IX of the Certificate of Incorporation of the Registrant, as amended (the "Certificate of Incorporation"), permits indemnification of directors and officers to the full extent permitted by the DGCL.

Article IX(a) of the Registrant's Certificate of Incorporation eliminates a director's personal liability for monetary damages for breaches of his or her fiduciary duty, except for liability for: (a) breaches of the duty of loyalty to the Registrant or its stockholders, (b) acts or omissions not in good faith or involving intentional misconduct or knowing violations of the law, (c) the payment of unlawful dividends or unlawful stock repurchases or redemptions, or (d) transactions in which the director received an improper personal benefit.

Article IX(b) of the Certificate of Incorporation of the Registrant also authorizes the Registrant to indemnify an officer, director, employee, or agent of the Registrant or an individual serving in such capacity for another entity at the Registrant's request, for all expenses, liabilities, and losses incurred in connection with any action, suit or proceeding in which he or she is or was a party or is threatened to be made a party by reason of the fact that he or she is or was an officer or director of the Registrant, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, or agent, or in any other capacity while serving as a director, officer, employee or agent.

Article IX(b) also authorizes the Registrant to advance litigation expenses to an officer or director prior to the final disposition of an action concerning the indemnitee's service only as an officer or director. The making of such advances is conditioned upon the officer or director giving the Registrant an undertaking to repay the amount advanced if indemnification ultimately is deemed unavailable. The Board of Directors of the Registrant may authorize the advancement of expenses to employees and agents of the Registrant with the same scope and effect as is afforded to officers and directors.

If indemnification or advancement of expenses is authorized, it will not exclude any rights to indemnification or advancement of expenses which any person may have under a bylaw, agreement, board or stockholder vote, or otherwise. The indemnification or advancement of expenses provided by Article IX will continue as to a person who ceases to be a director, officer, employee or agent, and inures to the benefit of his or her heirs, executors and administrators.

The Certificate of Incorporation also states that the Registrant may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Registrant or another corporation against any loss, liability, or expense, whether or not the Registrant would have the power to provide indemnification under Delaware law, as the Board of Directors may from time to time determine.

Article Nine of the Registrant's bylaws, amended and restated May 13, 2004 (the "Bylaws"), provides for indemnification of any person threatened to be made a party to any threatened, pending or completed action (whether civil, criminal, administrative or investigative, including appeals), other than an action by or in the right of the Registrant, by reason of the fact that the person is or was a director, officer, employee or agent of the Registrant or was serving in such a capacity for another entity at the Registrant's request. Such indemnification includes expenses actually and reasonably incurred (including attorneys' fees) if the party acted in good faith and in a manner

he or she reasonably believed to be in or not opposed to the best interest of the Registrant, and with respect to any criminal action, had no reasonable cause to believe that his or her conduct was unlawful. In actions or proceedings by or in the right of the Registrant, the Bylaws provide for indemnification of any person threatened to be made a party to any threatened, pending or completed action by reason of the fact that the person is or was a director, officer, employee, or agent of the Registrant or was serving in such a capacity for another entity at the Registrant's request. Such indemnification includes expenses actually and reasonably incurred (including attorneys' fees) if the party acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Registrant, except that indemnification is unavailable if the party has been adjudged to be liable for negligence or misconduct in the performance of his or her duties to the Registrant, unless and only to the extent that the Delaware Court of Chancery or the court in which the action was brought shall determine that in light of all of the circumstances, such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

The Bylaws further provide that, generally, indemnification (unless ordered by a court) must be made by the Registrant only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standards of conduct. The determination must be made by a majority vote of disinterested directors; by a committee of disinterested directors designated by disinterested directors; if there are no disinterested directors or if the disinterested directors so direct, by independent legal counsel in a written opinion; or by the stockholders. The Registrant must pay the expenses of an action in advance of final disposition if authorized by the Board of Directors in a specific case upon receipt of an undertaking by the person to be indemnified to repay any such advances unless it shall ultimately be determined that such person is entitled to be indemnified by the Registrant as authorized in the Bylaws.

The indemnification authorized in the Bylaws is not exclusive of other rights to which those seeking indemnification may be entitled under the Certificate of Incorporation, any statute, rule of law, agreement, bylaw, stockholder vote or otherwise. Such indemnification shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of that person's heirs, executors, and administrators.

Article Nine of the Registrant's Bylaws further provides that the Registrant may purchase and maintain insurance on behalf of those persons described above as eligible for indemnification for liability arising out of such person's duties or status with the Registrant whether or not indemnification in respect of such liability would be permissible under the Bylaws' provisions.

The Registrant has entered into Indemnification Agreements with its directors and its Chief Executive Officer, Chief Financial Officer, General Counsel and other executive officers to give such persons additional contractual assurances regarding the scope of the indemnification set forth in the Registrant's Certificate of Incorporation and Bylaws and to provide additional procedural protections. As of the date of this Registration Statement, there is no pending litigation or proceeding involving a director, officer or employee of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

Item 7. Exemption from Registration Claimed.

None.

Item 8. Exhibits.

- 4.1 Electronically Restated Certificate of Incorporation
- 4.2 Amended and Restated Bylaws
- 4.3 Amended and Restated Rights Agreement, dated March 5, 2002, between Intergraph Corporation and Computershare Investor Services, LLC

5.1 Opinion of David Vance Lucas

23.1 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

23.2 Consent of David Vance Lucas

24 Power of Attorney

Item 9. Undertakings.

A. The 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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

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

provided, however, that clauses (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this 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 registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The Registrant hereby undertakes 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 this 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.

C. 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 SEC 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 whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Huntsville, State of Alabama, on this 12th day of May, 2005.

INTERGRAPH CORPORATION

By: /s/ R. Halsey Wise
R. Halsey Wise, President and
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints R. Halsey Wise and Larry J. Laster and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sidney L. McDonald</u> Sidney L. McDonald	Chairman of the Board and Director	May 12, 2005
<u>/s/ R. Halsey Wise</u> R. Halsey Wise	President, Chief Executive Officer and Director (Principal Executive Officer)	May 12, 2005
<u>/s/ Larry J. Laster</u> Larry J. Laster	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	May 12, 2005
<u>/s/ Larry T. Miles</u> Larry T. Miles	Vice President and Controller (Principal Accounting Officer)	May 12, 2005
<u>/s/ Michael D. Bills</u> Michael D. Bills	Director	May 12, 2005
<u>/s/ Richard W. Cardin</u> Richard W. Cardin	Director	May 12, 2005
<u>/s/ Linda L. Green</u> Linda L. Green	Director	May 12, 2005
<u>/s/ Lawrence R. Greenwood</u> Lawrence R. Greenwood	Director	May 12, 2005

/s/ Thomas J. Lee
Thomas J. Lee

Director

May 12, 2005

/s/ Kevin M. Twomey
Kevin M. Twomey

Director

May 12, 2005

EXHIBIT INDEX

- 4.1 Electronically Restated Certificate of Incorporation (incorporated by reference to exhibits filed with the Registrant's Form 8-A12G/A filed on October 29, 2002, under the Securities Exchange Act of 1934, File No. 0-9722)
- 4.2 Amended and Restated Bylaws (incorporated by reference to exhibits filed with the Registrant's Form S-8 filed on May 13, 2004, under the Securities Exchange Act of 1934, File No. 0-9722)
- 4.3 Amended and Restated Rights Agreement, dated March 5, 2002, between Intergraph Corporation and Computershare Investor Services, LLC (incorporated by reference to exhibits filed with the Registrant's Current Report on Form 8-K dated March 8, 2002, under the Securities Exchange Act of 1934, File No. 0-9722)
- 5.1 Opinion of David Vance Lucas
- 23.1 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
- 23.2 Consent of David Vance Lucas (included on Exhibit 5.1)
- 24 Power of Attorney (included on signature page to this Registration Statement).

EXHIBIT 5.1

[David Vance Lucas letterhead]

May 12, 2005

Intergraph Corporation
One Madison Industrial Park
Huntsville, Alabama 35894

Re: Registration Statement on Form S-8

Ladies & Gentlemen:

I have acted as your counsel in the preparation of the Registration Statement on Form S-8 (the "Registration Statement") relating to the Intergraph Corporation 2005 Employee Stock Purchase Plan (the "Plan") filed by you with the Securities and Exchange Commission covering an aggregate of 1,000,000 shares (the "Shares") of common stock, \$0.10 par value, issuable pursuant to the Plan.

In so acting I have examined and relied upon such records, documents, and other instruments as in my judgment are necessary or appropriate in order to express the opinions hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, I am of the opinion that the Shares, when issued pursuant to and in accordance with the Plan, will be validly issued, fully paid, and non-assessable.

I hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ David Vance Lucas

EXHIBIT 23.1**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Intergraph Corporation 2005 Employee Stock Purchase Plan of our reports dated March 15, 2005, with respect to the consolidated financial statements of Intergraph Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2004, Intergraph Corporation management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Intergraph Corporation, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Birmingham, Alabama
May 11, 2005