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FREMONT GENERAL CORP  
Form S-8  
October 12, 2005

As filed with the Securities and Exchange Commission on October 12, 2005  
Registration No.

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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

FREMONT GENERAL CORPORATION  
(Exact name of Registrant as specified in its charter)

NEVADA  
(State or other jurisdiction of  
incorporation or organization)

95-2815260  
(I.R.S. Employer  
Identification Number)

2425 OLYMPIC BLVD., 3RD FLOOR  
SANTA MONICA, CALIFORNIA 90404

(Address, including zip code of Registrant's principal executive offices)

FREMONT GENERAL CORPORATION  
1997 STOCK PLAN  
(Full title of the plan)

ALAN W. FAIGIN  
SECRETARY AND GENERAL COUNSEL  
FREMONT GENERAL CORPORATION  
2425 OLYMPIC BLVD., 3RD FLOOR  
SANTA MONICA, CALIFORNIA 90404  
(310) 315-5500  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:

RICHARD A. BOEHMER, ESQ.  
O'MELVENY & Myers LLP  
400 SOUTH HOPE STREET  
LOS ANGELES, CALIFORNIA 90071  
(213) 430-6643

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMO REGIS
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Common Stock					
\$1.00 par value .....	949,821 shares (1)	\$ 20.59 (2)	\$ 19,556,814.39 (2)	\$	2

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### EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

#### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to employees as specified by Securities Act Rule 428(b)(1). Such documents need 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 Securities Act Rule 424. These documents, which include the statement of availability required by Item 2 of Form S-8, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), taken together, constitute 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.

Fremont General Corporation (the "Registrant") has filed with the Commission the following registration statements with respect to the Plan, the contents of which are incorporated herein by reference:

1. The Registrant's Registration Statement on Form S-8 filed with the Commission on October 17, 1997 (Registration No. 333-38141).
2. The Registrant's Registration Statement on Form S-8 filed with the Commission on July 29, 1998 (Registration No. 333-60109).
3. The Registrant's Registration Statement on Form S-8 filed with the Commission on September 24, 1999 (Registration No. 333-87777).
4. The Registrant's Registration Statement on Form S-8 filed with the Commission on July 7, 2000 (Registration No. 333-40978).
5. The Registrant's Registration Statement on Form S-8 filed with the Commission on August 17, 2001 (Registration No. 333-67788).
6. The Registrant's Registration Statement on Form S-8 filed with the Commission on August 21, 2002 (Registration No. 333-98491).
7. The Registrant's Registration Statement on Form S-8 filed with the Commission on November 4, 2003 (Registration No. 333-110217).

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ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

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ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION
4.1	Fremont General Corporation 1997 Stock Plan. (Incorporated by reference to Exhibit 10.10 of the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1997.)
4.2	Amendment to the Fremont General Corporation 1997 Stock Plan (Incorporated by reference to Exhibit 10.8(b) of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004.)
5.1	Opinion of O'Melveny & Myers LLP with respect to the securities being registered.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (contained in Exhibit 5.1)
24.1	Power of Attorney (see page 4).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Santa Monica, State of California, on this 12th day of October 2005.

FREMONT GENERAL CORPORATION

By: /S/ LOUIS J. RAMPINO

-----  
Name: Louis J. Rampino  
Title: President and Chief Executive  
Officer

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James A. McIntyre, Louis J. Rampino and Wayne R. Bailey, jointly and severally, as his or her attorney-in-fact and agent, each with full power of substitution and resubstitution, for him and in his 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 exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, 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 to be done in connection therewith, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute, may lawfully do or cause to be done by virtue hereof.

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 dates indicated.

SIGNATURES	TITLE	DATE
/S/ JAMES A. MCINTYRE ----- James A. McIntyre	Chairman of the Board	October 12, 2005
/S/ LOUIS J. RAMPINO ----- Louis J. Rampino	President, Chief Executive Officer and Director (Principal Executive Officer)	October 12, 2005
/S/ WAYNE R. BAILEY ----- Wayne R. Bailey	Executive Vice President and Chief Operating Officer and Director	October 12, 2005
/S/ PATRICK E. LAMB ----- Patrick E. Lamb	Senior Vice President. Treasurer and Chief Financial Officer (Principal Accounting Officer)	October 12, 2005
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/S/ THOMAS W. HAYES ----- Thomas W. Hayes	Director	October 12, 2005
/S/ ROBERT R. LEWIS ----- Robert F. Lewis	Director	October 12, 2005
/S/ RUSSELL K. MAYERFELD -----	Director	October 12, 2005

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Russell K. Mayerfeld

/S DICKINSON C. ROSS                      Director  
-----  
Dickinson C. Ross

October 12, 2005

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INDEX TO EXHIBITS

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