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INTERGRAPH CORP
Form 8-K
March 08, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
March 8, 2002 (March 5, 2002)

Intergraph Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware		63-0573222

(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Number Identification No.)
Intergraph Corporation One Madison Industrial Park IW2000 Huntsville, Alabama		35894-0001

(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code:
(256) 730-2000

(Former name or former address, if changed since last report)

Item 5. Other Events

On August 25, 1993, the Board of Directors of Intergraph Corporation (the "Company") declared a distribution of one stock purchase right (a "Right") for each outstanding share of the Company's common stock, \$.10 par value per share (the "Company

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Common Stock"), to shareholders of record at the close of business on September 7, 1993 and for each share of Company Common Stock issued thereafter, and entered into a related Rights Agreement. The Board of Directors amended the Rights Agreement on March 16, 1999.

On March 4, 2002, the Board of Directors of the Company adopted an Amended and Restated Rights Agreement. Each Right, as amended, entitles the registered holder to purchase from the Company one share of Common Stock at a purchase price of \$65.00 per share, subject to adjustment. The description and terms and conditions of the Rights, as amended, are set forth in an Amended and Restated Rights Agreement dated March 5, 2002 by and between the Company and Computershare Investor Services, LLC, as Rights Agent (the "Rights Agreement"), a copy of which is filed herewith as an exhibit.

Item 7. Financial Statements, Pro Forma Financial Information

and Exhibits

(c) Exhibits:

4 Amended and Restated Rights Agreement, dated March 5, 2002, between Intergraph Corporation and Computershare Investor Services, LLC, including the Form of Rights Certificate (Exhibit A) and the Form of Summary of Rights (Exhibit B).

99 Press Release dated March 8, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

INTERGRAPH CORPORATION

By: /s/ Larry J. Laster

Name: Larry J. Laster

Title: Director, Executive
Vice President, and
Chief Financial Officer

Date: March 8, 2002

Exhibit Index

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Exhibit No. -----	Description -----
4	Amended and Restated Rights Agreement, dated March 5, 2002, between Intergraph Corporation and Computershare Investor Services, LLC, including the Form of Rights Certificate (Exhibit A) and the Form of Summary of Rights (Exhibit B).
99	Press Release dated March 8, 2002