

INTER TEL INC  
Form S-8  
March 23, 2005

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As filed with the Securities and Exchange Commission on March 22, 2005

Registration No. 333-

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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
*The Securities Act of 1933*

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**INTER-TEL, INCORPORATED**  
(Exact name of Registrant as specified in its charter)

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<b>Arizona</b> (State or other jurisdiction of incorporation or organization)	<b>1615 S. 52<sup>nd</sup> Street</b> <b>Tempe, AZ 85281</b> (Address of principal executive offices)	<b>86-0220994</b> (I.R.S. Employer Identification Number)
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**1997 Long-Term Incentive Plan**  
(Full title of the plan)

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**Steven G. Mihaylo**  
**Chairman of the Board of Directors and Chief Executive Officer**  
**INTER-TEL, INCORPORATED**  
**1615 S. 52<sup>nd</sup> Street**  
**Tempe, AZ**  
(Name and address of agent for service)

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**(480) 449-8900**  
(Telephone number, including area code, of agent for service)

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*Copies to:*  
**Robert G. Day, Esq.**  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
**650 Page Mill Road**  
**Palo Alto, CA 94304**  
**(650) 493-9300**

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CALCULATION OF REGISTRATION FEE

Proposed

Proposed

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Maximum Offering Price Per Share</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, no par value, available for issuance under the 1997 Long-Term Incentive Plan	653,145	\$ 26.18(1)	\$ 17,099,336.10	\$ 2,012.59
<b>TOTAL</b>	653,145	\$ 26.18(1)	\$ 17,099,336.10	\$ 2,012.59

(1) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on March 17, 2005.

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**EXHIBIT 23.1**

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INTER-TEL, INCORPORATED

REGISTRATION STATEMENT ON FORM S-8

Statement Under General Instruction E Registration of Additional Securities

Inter-Tel, Incorporated (the Registrant ) previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission on March 28, 2002 (SEC File No. 333-85098) (the Original Filing ). The Original Filing was filed in connection with, among other things, the Registrant s 1997 Long-Term Incentive Plan, as amended (the Plan ). This Registration Statement registers additional shares of the Registrant s Common Shares to be issued pursuant to the Plan. The contents of the Original Filing, including periodic reports that the Registrant filed, or that it will file, after the Original Filing to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit

Number

- |      |   |
|------|---|
| 4.1* | 1997 Long-Term Incentive Plan, as amended   |
| 5.1  | Opinion of John L. Gardner  |
| 23.1 | Consent of Independent Auditors   |
| 23.2 | Consent of Counsel (contained in Exhibit 5.1)                                     |
| 25.1 | Power of Attorney (included on the signature page to this Registration Statement) |

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\* Incorporated by reference to the Registrant s Registration Statement on Form S-8 (SEC File No. 333-85098)

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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 Tempe, State of Arizona, on this 22nd day of March, 2005.

INTER-TEL, INCORPORATED

By: /s/ Kurt R. Kneip  
Kurt R. Kneip

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kurt R. Kneip and John L. Gardner, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may 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:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Steven G. Mihaylo</u> Steven G. Mihaylo	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 22, 2005
<u>/s/ Norman Stout</u> Norman Stout	Executive Vice President, Chief Administrative Officer and Chief Strategy Officer	March 22, 2005
<u>/s/ Craig W. Rauchle</u> Craig W. Rauchle	President and Chief Operating Officer	March 22, 2005
<u>/s/ Kurt R. Kneip</u> Kurt R. Kneip	Chief Financial Officer	March 22, 2005
<u>/s/ J. Robert Anderson</u>	Director	March 22, 2005

J. Robert Anderson

/s/ Jerry W. Chapman Director

March 22,  
2005

Jerry W. Chapman

/s/ Gary Edens Director

March 22,  
2005

Gary Edens

/s/ C. Roland Haden Director

March 22,  
2005

C. Roland Haden

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Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tempe, State of Arizona, on March 22, 2005

Inter-Tel, Incorporated 1997 Long-Term Incentive Plan

By:

Kurt R. Kneip  
Plan Administrator  
March 22, 2005

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
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\* Incorporated by reference to the Registrant's Registration Statement on Form S-8 (SEC File No. 333-85098)