

UST INC  
Form 8-K  
April 10, 2006

**Table of Contents**

**UNITED STATES 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): April 5, 2006  
UST INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

**0-17506**

**06-1193986**

(State or Other Jurisdiction of  
Incorporation)

(Commission  
File Number)

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

**100 West Putnam Avenue, Greenwich, Connecticut**

**06830**

(Address of Principal Executive Offices)

(Zip Code)

**(203) 661-1100**

(Registrant's Telephone Number, Including Area Code)

**None**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
-

**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EX-10.1: DIRECTOR DEFERRAL PROGRAM

---

**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement.**

As described in the Company's Current Report on Form 8-K dated April 13, 2005 (the "2005 8-K") the Board of Directors (the "Board") of UST Inc. (the "Company") approved the UST Inc. Director Deferral Program (the "Plan") allowing for the deferral of non-employee director annual stock awards under the UST Inc. 2005 Long-Term Incentive Plan effective April 7, 2005. A summary of the terms of the Plan was filed as Exhibit 10.1 to the 2005 8-K. A final document governing the Plan was not adopted at that time, as regulations under Section 409A of the Internal Revenue Code of 1986, as amended, had not yet been promulgated. Since then, the Treasury Department has issued additional guidance and on April 5, 2006, the Compensation Committee of the Board approved the final document governing the terms of the Plan.

A copy of the Plan is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit 10.1 UST Inc. Director Deferral Program

**Table of Contents**

**SIGNATURES**

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 hereunto duly authorized.

Dated: April 10, 2006

**UST INC.**

By: /s/ Richard A. Kohlberger

Name: Richard A. Kohlberger

Title: Senior Vice President, General Counsel  
and Secretary