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VIVENDI UNIVERSAL
Form POS AM
June 30, 2005

As filed with the Securities and Exchange Commission on June 30, 2005

Registration No. 333-48966

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 4 to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VIVENDI UNIVERSAL, S.A.
(Exact Name of Registrant as Specified in its Charter)

France None
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

42, avenue de Friedland
75380 Paris Cedex 08, France
33 (1) 71 71 10 00
(Address, Including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

Vivendi Universal 401(k) Plan
(Full Title of Plans)

Vivendi Universal U.S. Holding Co.
800 Third Avenue
7th Floor
New York, NY 10022
(212) 572-7000
Attention: President
(Name and Address, Including Zip Code,
and Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Akiko Mikumo, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue, New York, New York 10153
(212) 310-8000

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DEREGISTRATION OF SECURITIES

On December 11, 2000, Vivendi Universal, S.A. (the "Company") filed a registration statement on Form S-8 (No. 333-48966). The registration statement registered a total of 41,759,091 Ordinary Shares of the Company, with a nominal value of (euro)5.50 per share (the "Ordinary Shares"), issuable to the participants in the Polygram Holding, Inc. Deferred Savings and Investment Plan for Employees, the Seagram 401(k) Plan - Universal Employees, the Seagram 401(k)

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Plan - UNI Employees, the Seagram 401(k) Plan - Spencer Employees, the Seagram 401(k) Plan, the Retirement, Savings and Investment Plan for Union Employees of Joseph E. Seagram & Sons, Inc. and Affiliates, the 1983 Stock Appreciation Right and Stock Unit Plan, the Seagram Company Ltd. 1988 Stock Option Plan, the Seagram Company Ltd. 1992 Stock Option Plan, the Seagram Company Ltd. 1996 Stock Incentive Plan, the Seagram Company Ltd. Stock Plan for Non-Employee Directors, and the MCA Inc. Incentive Program.

The offerings with respect to the Seagram 401(k) Plan, which is presently named the Vivendi Universal 401(k) Plan, terminated on December 7, 2004. Pursuant to the undertaking contained in the registration statement, the Company files this post-effective amendment to deregister the Ordinary Shares that remain unsold in respect of the Seagram 401(k) Plan as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 New York, State of New York, on this 30th day of June, 2005.

VIVENDI UNIVERSAL, S.A.

By: /s/ George E. Bushnell, III

Name: George E. Bushnell, III
Title: Senior Vice President

Pursuant to the requirements of the Securities Act of 1933, 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 New York, New York, on this 30th day of June, 2005.

VIVENDI UNIVERSAL 401(k) PLAN (FORMERLY
THE SEAGRAM 401(k) PLAN)

By: /s/ Robert Greenberg

Name: Robert Greenberg
Title: Senior Vice President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature

Title

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| | |
|---|--|
| /s/ Jean-Bernard Levy ----- Jean-Bernard Levy | Chief Executive Officer and Chairman of the Management Board (Principal Executive Officer) |
| /s/ Jacques Espinasse ----- Jacques Espinasse | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ Jean-Rene Fourtou ----- Jean-Rene Fourtou | Chairman of the Supervisory Board |
| /s/ Claude Bebear ----- Claude Bebear | Member of the Supervisory Board |
| <p style="text-align: center;">Signature -----</p> | <p style="text-align: center;">Title -----</p> |
| /s/ Gerard Bremond ----- Gerard Bremond | Member of the Supervisory Board |
| /s/ Fernando Falco y Fernandez de Cordova ----- Fernando Falco y Fernandez de Cordova | Member of the Supervisory Board |
| /s/ Gabriel Hawawini ----- Gabriel Hawawini | Member of the Supervisory Board |
| /s/ Henri Lachmann ----- Henri Lachmann | Member of the Supervisory Board |
| /s/ Pierre Rodocanachi ----- Pierre Rodocanachi | Member of the Supervisory Board |
| /s/ Sarah Frank ----- Sarah Frank | Member of the Supervisory Board |
| /s/ Patrick Kron ----- Patrick Kron | Member of the Supervisory Board |
| /s/ Andrzej Olechowski ----- | Member of the Supervisory Board |

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Andrzej Olechowski

/s/ George E. Bushnell, III

George E. Bushnell, III

Authorized Representative in
the United States