

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The Pittston Company
(Exact name of registrant as specified in its charter)

VIRGINIA Issuer: 54-1317776
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

1000 Virginia Center Parkway
P.O. Box 4229
Glen Allen, Virginia 23058-4229
(Address of principal executive offices)

Key Employees' Deferred Compensation Program
of The Pittston Company
and
1994 Employee Stock Purchase Plan
of The Pittston Company
(Full Title of the Plans)

AUSTIN F. REED
Vice President, General Counsel and Secretary
The Pittston Company
1000 Virginia Center Parkway
P.O. Box 4229
Glen Allen, Virginia 23058-4229
(804) 553-3600
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

With a copy to:
Allen C. Goolsby, Esquire
Hunton & Williams
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
(804) 788-8200

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	Amount of registration fee
The Pittston Company Key Employees' Deferred Compensation Program				
Pittston Brink's Group Common Stock, par value \$1.00 per share (including associated Rights)	100,000 shares	\$28.688*	\$2,868,800*	\$797.53*
Pittston BAX Group Common Stock, par value \$1.00 per share (including associated Rights)	200,000 shares	\$10.875*	\$2,175,000*	\$604.65*
Pittston Minerals				

Group Common Stock, par value \$1.00 per share (including associated Rights)	250,000 shares	\$1.50*	\$375,000*	\$104.25*
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The Pittston Company
1994 Employee Stock
Purchase Program

Pittston Minerals Group Common Stock, par value \$1.00 per share (including associated Rights)	400,000 shares	\$1.50*	\$600,000*	\$166.80*
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(*) Calculated pursuant to Rule 457(c) of the Securities Act of 1933, as amended (the "Securities Act") based on the average of the high and low prices of the New York Stock Exchange on May 13, 1999.
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In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee stock purchase program described herein.

THE PITTSTON COMPANY

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering (i) 100,000 additional shares of Pittston Brink's Group Common Stock, par value \$1.00 per share, including associated rights (the "Brink's Stock"), 200,000 additional shares of Pittston BAX Group Common Stock, par value \$1.00 per share, including associated rights (the "BAX Stock"), and 250,000 additional shares of Pittston Minerals Group Common Stock, par value \$1.00 per share, including associated rights (the "Minerals Stock"), issuable pursuant to the Key Employees' Deferred Compensation Program of The Pittston Company (the "Deferred Compensation Program") and (ii) 400,000 additional shares of Minerals Stock issuable pursuant to the 1994 Employee Stock Purchase Plan of The Pittston Company (the "1994 Stock Purchase Plan"). The Pittston Company (the "Company") initially registered the issuance of (i) 250,000 shares of Pittston Services Group Common Stock ("Services Stock"), and 100,000 shares of Minerals Stock in connection with the Deferred Compensation Program and (ii) 750,000 shares of Services Stock and 250,000 shares of Minerals Stock in connection with the 1994 Stock Purchase Plan on its Registration Statement on Form S-8 (Registration No. 33-53565) as filed with the Securities and Exchange Commission (the "Commission") on May 10, 1994. Subsequently, the Company amended its Restated Articles of Incorporation to redesignate Services Stock as Brink's Stock and to authorize the creation of Pittston Burlington Group Stock ("Burlington Stock"). The Company distributed one-half of one share of Burlington Stock for each outstanding share of Services Stock (which Services Stock was redesignated as Brink's Stock). The Company filed Post-Effective Amendment No. 1 to Form S-8 (Registration No. 33-53565) to reflect the reclassification of Services Stock as Brink's Stock and to register shares of Burlington Stock. Effective May 4, 1998, the designation Pittston Burlington Group Common Stock and Pittston Burlington Group were changed to Pittston BAX Group Common Stock and Pittston BAX Group, respectively. The contents of Registration Statement No. 33-53565 and of Post-Effective Amendment No. 1 thereto are incorporated by reference herein.

Pursuant to Rule 429, (i) the Prospectus related to shares of Brink's Stock, BAX Stock and Minerals Stock registered pursuant to this Registration Statement for the Deferred Compensation Program also relates to shares of Services Stock (which Services Stock was reclassified as Brink's Stock) and Minerals Stock registered pursuant to Registration Statement No. 33-53565 and to shares of Burlington Stock (now BAX Stock) registered pursuant to Post-Effective Amendment No. 1 to Registration Statement No. 33-53565, and (ii) the Prospectus related to shares of Minerals Stock registered pursuant to this Registration Statement for the 1994 Stock Purchase Plan also relates to shares of Services Stock (which Services Stock was reclassified as Brink's Stock) and Minerals Stock registered pursuant to Registration Statement No. 33-53565 and to shares of Burlington Stock (now BAX Stock) registered pursuant to Post-Effective Amendment No. 1 to Registration Statement No. 33-53565

II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference into this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 1998;
- (b) The 1994 Stock Purchase Plan's Annual Report on Form 11-K for the year ended December 31, 1998;
- (c) The Company's Current Report on Form 8-K dated January 4, 1999;
- (d) The Company's Current Report on Form 8-K dated March 16, 1999; and
- (e) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999.

Additionally incorporated by reference into this Registration Statement is the Description of Brink's Stock, Burlington Stock (now BAX Stock) and Minerals Stock attached as Exhibit 1 to the Company's Registration Statement on Form 8-A filed with the Commission as of December 4, 1995 (Commission File No. 1-9148).

In addition to the foregoing, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act,

prior to the filing of a post-effective amendment which indicates that all securities registered hereunder have been issued or which deregisters all securities offered then remaining unsold, shall be deemed incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement, including financial statements, contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters regarding shares of common stock will be passed upon for the Company by Austin F. Reed, Vice President, General Counsel and Secretary of the Company. Mr. Reed beneficially owns 31,560 shares Brink's Stock, 48,027 shares of BAX Stock and 25,184 shares of Minerals Stock.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit No.

- 4.1 Restated Articles of Incorporation of the Company dated as of March 18, 1998 (incorporated by reference to Exhibit 3(i) to the Company's Current Report on Form 8-K dated March 19, 1998 (Commission File No. 1-9148)).
- 4.2 Bylaws of the Company, as amended through January 1, 1999 (incorporated by reference to Exhibit 3(ii) of the Company's Annual Report on Form 10-K, filed on March 23, 1999 (Commission File No. 1-9148)).
- 4.3 Amendment dated as of July 1, 1997 to the Rights Agreement between the Company and BankBoston, N.A., as successor Rights Agent (incorporated by reference to Exhibit 4 to the Company's Quarterly Report on Form 10-Q, for the quarter ended June 30, 1997 (Commission File No. 1-9148)).
- 4.4 Amended and Restated Rights Agreement dated as of January 19, 1996 between the Company and Chemical Mellon Shareholder Services, L.L.C., as Rights Agent (incorporated by reference to Exhibit 2 to the Company's Registration Statement on Form 8-A, dated February 26, 1996 (Commission File No. 1-9148)).
- 4.5 Form of Right Certificate for the Brink's Rights (incorporated by reference to Exhibit B-1 of Exhibit 2 to the Company's Registration Statement on Form 8-A, dated February 26, 1996 (Commission File No. 1-9148)).
- 4.6 Form of Right Certificate for the Mineral Rights (incorporated by reference to Exhibit B-2 of Exhibit 2 to the Company's Registration Statement on Form 8-A, dated February 26, 1996 (Commission File No. 1-9148)).
- 4.7 Form of Right Certificate for the Burlington Rights (now BAX Rights) (incorporated by reference to Exhibit B-3 of Exhibit 2 to the Company's Registration Statement on Form 8-A, dated February 26, 1996 (Commission File No. 1-9148)).
- 5 Opinion of Austin F. Reed, Esq., regarding Brink's Stock, BAX Stock and Minerals Stock.
- 23 Consent of Independent Auditors.
- 24 Powers of Attorney (included on Signature Page).

SIGNATURES

The Registrant

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 County of Henrico, Commonwealth of Virginia, on the 14th day of May, 1999.

THE PITTSTON COMPANY

By: /s/ Austin F. Reed

Austin F. Reed
Vice President, General Counsel and
Secretary

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 -----	Date -----
/s/ Michael T. Dan ----- Michael T. Dan	Chairman of the Board, President, Chief Executive Officer and Director	May 14, 1999
* ----- Robert T. Ritter	Vice President and Chief Financial Officer	May 14, 1999
* ----- Roger G. Ackerman	Director	May 14, 1999
* ----- James R. Barker	Director	May 14, 1999
* ----- Marc C. Breslawsky	Director	May 14, 1999
* ----- James L. Broadhead	Director	May 14, 1999
* ----- William F. Craig	Director	May 14, 1999
* ----- Gerald Grinstein	Director	May 14, 1999
* ----- Ronald M. Gross	Director	May 14, 1999
* ----- Carl S. Sloane	Director	May 14, 1999
* ----- Robert H. Spilman	Director	

*By: /s/ Michael T. Dan

Name: Michael T. Dan, Attorney-in-Fact

SIGNATURES

The Plan

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) appointed under the 1994 Stock Purchase Plan have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, Commonwealth of Virginia on the 14th day of May, 1999.

THE PITTSTON COMPANY 1994 EMPLOYEE STOCK
PURCHASE PLAN

By: /s/ James B. Hartough

James B. Hartough
Member of Administrative Committee

EXHIBIT INDEX

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- 4.7 Form of Right Certificate for the Burlington Rights (now BAX Rights) (incorporated by reference to Exhibit B-3 of Exhibit 2 to the Company's Registration Statement on Form 8-A, dated February 26, 1996 (Commission File No. 1-9148)).
- 5 Opinion of Austin F. Reed, Esq., regarding Brink's Stock, BAX Stock and Minerals Stock.
- 23 Consent of Independent Auditors.
- 24 Powers of Attorney.

May 14, 1999

The Pittston Company
P. O. Box 4229
1000 Virginia Center Parkway
Glen Allen, Virginia 23058-4229

Registration Statements on Form S-8

The Savings Investment Plan of The Pittston Company and Its Subsidiaries,
the 1994 Employee Stock Purchase Plan of The Pittston Company and
the Key Employees' Deferred Compensation Program of The Pittston Company

Ladies and Gentlemen:

As General Counsel of The Pittston Company (the "Company"), I have acted as counsel to the Company in connection with the Registration Statement on Form S-8 for The Savings-Investment Plan of The Pittston Company and Its Subsidiaries (the "Savings-Investment Plan") and the Registration Statement on Form S-8 for the 1994 Employee Stock Purchase Plan of The Pittston Company (the "1994 Stock Purchase Plan") and the Key Employees' Deferred Compensation Program of The Pittston Company (the "Deferred Compensation Program") (collectively, the "Registration Statements") being filed under the Securities Act of 1933, as amended (the "Act"), on or about the date of this letter to register (i) 750,000 additional shares of Pittston Brink's Group Common Stock, par value \$1.00 per share, including associated rights (the "Brink's Stock"), 375,000 additional shares of Pittston BAX Group Common Stock, par value \$1.00 per share, including associated rights (the "BAX Stock"), and 250,000 additional shares of Pittston Minerals Group Common Stock, par value \$1.00 per share, including associated rights (the "Minerals Stock"), which may from time to time be issued pursuant to the Savings-Investment Plan, (ii) 100,000 additional shares of Brink's Stock, 200,000 additional shares of BAX Stock and 250,000 additional shares of Minerals Stock, which may from time to time be issued pursuant to the Deferred Compensation Program, and (iii) 400,000 additional shares of Minerals Stock which may from time to time be issued pursuant to the 1994 Stock Purchase Plan.

I am familiar with the Registration Statements and the Exhibits thereto. I, or attorneys under my supervision, have also examined originals or copies, certified or otherwise, of such other documents, evidence of corporate action and instruments, as I have deemed necessary or advisable for the purpose of rendering this opinion. As to questions of fact relevant to this opinion, I have relied upon certificates or written statements from officers and other appropriate representatives of the Company and its subsidiaries or public officials. In all such examinations I have assumed the genuineness of all signatures, the authority to sign and the authenticity of all documents submitted to me as originals. I have also assumed the conformity to the original of all documents submitted to me as copies.

Based upon and subject to the foregoing, I am of the opinion that:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The shares of Brink's Stock, BAX Stock and Minerals Stock referred to in the first paragraph of this letter have been duly authorized and, when offered and sold as described in the Registration Statements, will be legally issued, fully paid and nonassessable.

I hereby consent to the use of my name in the Registration Statements and to the filing, as an exhibit to the Registration Statements, of this opinion. In giving this consent, I do hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Austin F. Reed

Austin F. Reed
Vice President, General Counsel
and Secretary

Consent of Independent Auditors

The Board of Directors
The Pittston Company:

We consent to incorporation by reference in the registration statement on Form S-8 of The Pittston Company of our reports dated January 27, 1999 (except as to Note 22 for The Pittston Company and as to note 23 for Pittston Minerals Group, which are as of March 15, 1999), relating to the financial statements listed in the Index to Financial Statements in Item 14(a)1 included in the 1998 Annual Report on Form 10-K of The Pittston Company, which reports appear in the 1998 Annual Report on Form 10-K of The Pittston Company.

Our reports relating to the financial statements of Pittston Brink's Group, Pittston BAX Group and Pittston Minerals Group contain an explanatory paragraph that states that the financial statements of Pittston Brink's Group, Pittston BAX Group and Pittston Minerals Group should be read in connection with the consolidated financial statements of The Pittston Company and subsidiaries.

Our report relating to the consolidated financial statements of The Pittston Company and subsidiaries refers to changes in the method of accounting for costs of computer software developed for internal use and derivative instruments and hedging activities in 1998 and impairment of long-lived assets in 1996. Our report relating to the financial statements of Pittston BAX Group refers to changes in the method of accounting for costs of computer software developed for internal use and derivative instruments and hedging activities in 1998. Our report relating to the financial statements of Pittston Minerals Group refers to changes in the method of accounting for derivative instruments and hedging activities in 1998 and impairment of long-lived assets in 1996.

We also consent to incorporation by reference in the registration statement on Form S-8 of The Pittston Company of our report dated March 23, 1999, relating to the statements of financial condition of the 1994 Employee Stock Purchase Plan of The Pittston Company as of December 21, 1998 and 1997, and the related statements of income and changes in plan equity for each of the years in the three-year period ended December 31, 1998, which report appears in the 1998 Annual Report on Form 11-K of the 1994 Employee Stock Purchase Plan of The Pittston Company.

/s/ KPMG LLP

Richmond, Virginia
May 12, 1999

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them severally (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Pittston Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 with respect to the Key Employees' Deferred Compensation Program of The Pittston Company and the 1994 Employee Stock Purchase Plan of The Pittston Company, including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Registration Statement on Form S-8 or any amendments or post-effective amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 1999.

/s/ Roger G. Ackerman

Roger G. Ackerman

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them severally (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Pittston Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 with respect to the Key Employees' Deferred Compensation Program of The Pittston Company and the 1994 Employee Stock Purchase Plan of The Pittston Company, including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Registration Statement on Form S-8 or any amendments or post-effective amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 1999.

/s/ James R. Barker

James R. Barker

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 1999.

/s/ James L. Broadhead

James L. Broadhead

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 1999.

/s/ William F. Craig

William F. Craig

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 1999.

/s/ Gerald Grinstein

Gerald Grinstein

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 1999.

/s/ Ronald M. Gross

Ronald M. Gross

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 1999.

/s/ Carl S. Sloane

Carl S. Sloane

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of May, 1999.

/s/ Robert T. Ritter

Robert T. Ritter