

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
 THE SECURITIES ACT OF 1933

TEJON RANCH CO.

(Exact Name of Registrant as Specified in its Charter)

Delaware
 (State or Other Jurisdiction of
 Incorporation or Organization)

77-0196136
 (I.R.S. Employer
 Identification No.)

Post Office Box 1000
4436 Lebec Road
Lebec, California
 (Address of Principal Executive Offices)

93243
 (Zip Code)

Amended and Restated 1998 Stock Incentive Plan
 (Full Title of the Plan)

Allen Lyda
Tejon Ranch Co.
Post Office Box 1000
Lebec, California 93243
 (Name and Address of Agent For Service)

(661) 248-3000
 (Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Peter Ziegler
Gibson, Dunn & Crutcher LLP
333 South Grand Avenue, 47th Floor
Los Angeles, California 90071
(213) 229-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, par value \$0.50 per share	750,000	\$30.25	\$22,687,500	\$891.62

(1) These shares of Common Stock are reserved for issuance under the Tejon Ranch Co. 1998 Stock Incentive Plan (as Amended and Restated) (the "Plan"). Pursuant to Rule 416(c), there is also being registered such number of additional shares which may become available for purchase pursuant to the foregoing Plan in the event of certain changes in the outstanding shares, including reorganizations, recapitalizations, stock splits, stock dividends, and reverse stock splits.

(2) Estimated in accordance with Rule 457(h)(1) and Rule 457(c) solely for purposes of calculating the registration fee and based on the average high and low prices of the Common Stock of Tejon Ranch Co. reported on the New York Stock Exchange on August 4, 2008, which was \$30.25 per share.

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE
PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 (this "Registration Statement") is filed by Tejon Ranch Co., a Delaware corporation (the "Company" or "Registrant"), relating to 750,000 shares of its common stock, par value \$0.50 per share (the "Common Stock"), issuable to eligible employees and consultants of the Company under the Company's Amended and Restated 1998 Stock Incentive Plan (the "Plan"). On December 14, 1998 and September 25, 2001, respectively, the Company filed with the Securities and Exchange Commission (the "Commission") Registration Statements on Form S-8 (Registration No. 333-68869 and Registration No. 333-70128) (collectively, the "Prior Registration Statements") relating to shares of Common Stock issuable to eligible employees and consultants of the Company and its affiliates under the Plan. The Prior Registration Statements are currently effective, but the Plan has been amended and restated since the filing of the Company's Prior Registration Statements. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Commission by the Company are incorporated by reference in this Registration Statement:

- (i) The Company's Registration Statement on Form S-8 (Registration No. 333-68869), filed with the Commission on December 14, 1998;

- (ii) The Company's Registration Statement on Form S-8 (Registration No. 333-70128), filed with the Commission on September 25, 2001;
- (iii) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, including all material incorporated by reference therein, filed with the Commission on February 29, 2008;
- (iv) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008;
- (v) The Company's Periodic Report on Form 8-K filed on May 8, 2008; and
- (vi) The description of the Company's Common Stock contained in the Company's Registration Statement filed under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part thereof from the date of filing of such documents.

Any document, and any statement 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 that also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such document or statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference herein.

ITEM 8. EXHIBITS

- 5.1 Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP (Independent Registered Public Accounting Firm).
- 24 Power of Attorney (contained on signature page hereto).

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 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 Lebec, State of California, on this 5th day of August, 2008.

TEJON RANCH CO.

By: /s/ Robert A. Stine
Robert A. Stine
President and Chief Executive Officer

Each of the undersigned, being a director or officer of Tejon Ranch Co., a Delaware corporation (the "Company"), hereby constitutes and appoints [Allen E. Lyda] his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and any registration statement related to the offering contemplated by this registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such Registration Statement or Registration Statements shall comply with the Securities Act of 1933, as amended, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of her substitutes or resubstitutes, may lawfully do or cause to be done by virtue hereof.

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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert A. Stine</u> Robert A. Stine	President, Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2008
<u>/s/ Allen E. Lyda</u> Allen E. Lyda	Vice President and Chief Financial Officer (Principal Financial Officer)	August 5, 2008

<u>/s/ John L. Goolsby</u> John L. Goolsby	Director	August 5, 2008
<u>/s/ Barbara Grimm-Marshall</u> Barbara Grimm-Marshall	Director	August 5, 2008
<u>/s/ Norman Metcalfe</u> Norman Metcalfe	Director	August 5, 2008
<u>/s/ George G.C. Parker</u> George G.C. Parker	Director	August 5, 2008
<u>/s/ Robert Ruocco</u> Robert Ruocco	Director	August 5, 2008
<u>/s/ Kent Snyder</u> Kent Snyder	Director	August 5, 2008
<u>/s/ Geoffrey Stack</u> Geoffrey Stack	Director	August 5, 2008
<u>/s/ Robert A. Stine</u> Robert A. Stine	Director	August 5, 2008
<u>/s/ Michael H. Winer</u> Michael H. Winer	Director	August 5, 2008

EXHIBIT INDEX

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August 5, 2008

Tejon Ranch Co.
Post Office Box 1000
Lebec, California 93243

Re: *Registration on Form S-8 of Additional Shares Under the 1998 Stock Incentive Plan*

Ladies and Gentlemen:

We refer to an aggregate of 750,000 shares of Common Stock, par value \$0.50 per share, of Tejon Ranch Co., a Delaware corporation (the "Company"), which are the subject of a registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"). The shares of Common Stock (the "Shares") subject to the Registration Statement are to be issued under the Company's Amended and Restated 1998 Stock Incentive Plan (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have determined relevant and necessary as the basis for the opinion set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies, including such records of corporate proceedings of the Company, such certificates and assurances from public officials, officers and representatives of the Company, and such other documents as we have considered necessary or appropriate for the purpose of rendering this opinion.

The Company has represented to us, and we assume for purposes of this opinion letter, that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify, or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares have been validly

authorized for issuance and, when issued and sold in accordance with the terms set forth in the Registration Statement and the Plan, and, when (a) the Registration Statement has become effective under the Act, (b) the pertinent provisions of any applicable state securities law have been complied with, and (c) in the case of options issued under the Plan, the Shares have been paid for, the Shares so issued will be validly issued and will be fully paid and nonassessable.

Our opinions set forth herein are limited to the effect of the present corporate laws of the State of Delaware and to the present judicial interpretations thereof and to the facts as they presently exist. Although we are not admitted to practice in the State of Delaware, we are familiar with the Delaware General Corporation Law and have made such investigation thereof as we deemed necessary for the purpose of rendering the opinion contained herein. We assume no obligation to revise or supplement our opinions should the present laws, or the interpretation thereof, be changed or to revise or supplement these opinions in respect of any circumstances or events that occur subsequent to the date hereof.

Our opinions set forth herein are subject to (i) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the enforcement of creditors' rights generally (including, without limitation, the effect of statutory or other laws regarding fraudulent transfers or preferential transfers) and (ii) general principles of equity, regardless of whether a matter is considered in a proceeding in equity or at law, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies.

We express no opinion regarding the effectiveness of any waiver (whether or not stated as such) contained in the Plan of rights of any party, or duties owing to it, that is broadly or vaguely stated or does not describe the right or duty purportedly waived with reasonable specificity or any provision in the Stock Agreements relating to indemnification, exculpation or contribution.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name appearing on the cover of the Registration Statement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Amended and Restated 1998 Stock Incentive Plan of Tejon Ranch Co. of our reports dated February 27, 2008, with respect to the consolidated financial statements of Tejon Ranch Co. and subsidiaries, and the effectiveness of internal control over financial reporting of Tejon Ranch Co., included in its Annual Report (Form 10-K) for the year ended December 31, 2007, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California

August 4, 2008