

SHAW COMMUNICATIONS INC  
Form 6-K  
May 23, 2011

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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

May 20, 2011

**Shaw Communications Inc.**

(Translation of registrant's name into English)

Alberta

(Jurisdiction of incorporation or organization)

Suite 900  
630 - 3rd Avenue S.W.  
Calgary, Alberta  
T2P 4L4

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:  Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a



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Underwriting Agreement dated May 20, 2011







## 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, thereunto duly authorized.

Shaw Communications Inc.

Date: May 20, 2011

By: Steve Wilson

Name: Steve Wilson  
Title: Sr. V.P., C.F.O.

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1	Underwriting Agreement - May 20, 2011

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