

REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

COMMUNITY HEALTH SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation or
organization)

13-3893191
(I.R.S. Employer
Identification
Number)

155 FRANKLIN ROAD, SUITE 400
BRENTWOOD, TENNESSEE 37027
(Address of principal executive
offices)

COMMUNITY HEALTH SYSTEMS, INC.
401(K) PLAN
(AS RESTATED EFFECTIVE AUGUST 1, 2003,
AS AMENDED BY THE FIRST AMENDMENT ON DECEMBER 1, 2003,
AS AMENDED BY THE SECOND AMENDMENT ON JANUARY 15, 2004,
AS AMENDED BY THE THIRD AMENDMENT ON MAY 18, 2004)
(Full title of the plan)

RACHEL A. SEIFERT
SENIOR VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL
155 FRANKLIN ROAD, SUITE 400
BRENTWOOD, TENNESSEE 37027
(615) 373-9600
(Name, address, and telephone number of agent for service)

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	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$0.01 per share (the "Common Stock")	1,000,000 shares	\$27.75	\$27,750,000	\$3,515.93

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- (1) Includes an indeterminate number of shares of Common Stock that may be issued in the event of stock splits, stock dividends or similar transactions in accordance with Rule 416 of the Securities Act of 1933, as amended (the "Securities Act").
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) of the Securities Act based upon the average of the high and low sales prices for the Common Stock as reported by the New York Stock Exchange on December 9, 2004.

EXPLANATORY NOTE

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on August 31, 2000 (File No. 333-44870), Community Health Systems, Inc. (the "Registrant") registered 1,000,000 shares of Common Stock, reserved for issuance under the Registrant's 401(k) Plan (the "Plan").

This registration statement is being filed pursuant to Instruction E to Form S-8 to register 1,000,000 additional shares of Common Stock under the Plan.

INCORPORATION OF CONTENTS OF
REGISTRATION STATEMENT BY REFERENCE

Pursuant to Instruction E to Form S-8, the Registrant hereby incorporates by reference into this registration statement the contents of the Registrant's registration statement on Form S-8 (File No. 333-44870) and any post-effective amendments thereto.

OTHER INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

Item 8. Exhibits

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
4.1	Community Health Systems, Inc. 401(k) Plan (As restated effective August 1, 2003, as amended by the first amendment on December 1, 2003, as amended by the second amendment on January 15, 2004, as amended by the third amendment on May 18, 2004) filed as Exhibits 10.1, 10.2, 10.3 and 10.4 to our Form 10-Q for the quarterly period ended June 30, 2004.
5.1*	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP as to the validity of the Common Stock covered by this registration statement.
5.2*	IRS Determination Letter dated June 16, 2004. (See Item 9(a)(1) for a description of our undertakings with respect to any 401(k) Plan amendments made after the date of the IRS Determination Letter.)
23.1	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1).
23.2*	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included on the signature page included in this registration statement).

- - - - -
* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Brentwood, State of Tennessee, on December 14, 2004.

Community Health Systems, Inc.
(Registrant)

By: /s/ Wayne T. Smith

Wayne T. Smith
Title: Chairman of the Board,
President and Chief Executive
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That each person whose signature appears below constitutes and appoints Wayne T. Smith, as his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and any and all documents in connection therewith, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, 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 in and about the premises in order to effectuate the same, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifies, approves and confirms all that his or her said attorney-in-fact and agent, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

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

Signature	Title	Date
- - - - - /s/ Wayne T. Smith - - - - - Wayne T. Smith	- - - - - Chairman of the Board, President and Chief Executive Officer (principal executive officer)	- - - - - December 14, 2004
- - - - - /s/ W. Larry Cash - - - - - W. Larry Cash	- - - - - Executive Vice President, Chief Financial Officer and Director (principal financial officer)	- - - - - December 14, 2004
- - - - - /s/ T. Mark Buford - - - - - T. Mark Buford	- - - - - Vice President and Corporate Controller (principal accounting officer)	- - - - - December 14, 2004
- - - - - /s/ John A. Clerico - - - - - John A. Clerico	- - - - - Director	- - - - - December 14, 2004
- - - - - /s/ Dale F. Frey - - - - - Dale F. Frey	- - - - - Director	- - - - - December 14, 2004
- - - - - /s/ John A. Fry - - - - - John A. Fry	- - - - - Director	- - - - - December 14, 2004
- - - - - /s/ Harvey Klein, M.D. - - - - - Harvey Klein, M.D.	- - - - - Director	- - - - - December 14, 2004
- - - - - /s/ Julia B. North - - - - - Julia B. North	- - - - - Director	- - - - - December 14, 2004

Director

December 14, 2004

/s/ H. Mitchell Watson, Jr.

H. Mitchell Watson, Jr.

Constituting a majority of the Board of Directors of Community Health
Systems, Inc.

Index to Exhibits

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* filed herewith

[Letterhead of Fried, Frank, Harris, Shriver & Jacobson LLP
(a partnership including professional corporations)]

December 15, 2004

Community Health Systems, Inc.
155 Franklin Road, Suite 400
Brentwood, Tennessee 37027

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel for Community Health Systems, Inc., a Delaware corporation (the "Company") in connection with the registration, pursuant to a Registration Statement on Form S-8 (the "Form S-8"), of an additional 1,000,000 shares of common stock, par value \$0.01 per share, of the Company (the "Additional Shares"). The Additional Shares may be issued by the Company under the Community Health Systems, Inc. 401(k) Plan (As restated effective August 1, 2003, as amended by the first amendment on December 1, 2003, as amended by the second amendment on January 15, 2004, and as amended by the third amendment on May 18, 2004) (the "Plan"). With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part except to the extent otherwise expressly stated, and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined originals or certified, conformed or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents, and (iii) received such information from officers and representatives of the Company as we have deemed necessary or appropriate for the purposes of this opinion.

In all such examinations, we have assumed the legal capacity of all natural persons executing documents, the genuineness of all signatures, the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed or reproduction copies. As to various questions of fact relevant to the opinions expressed herein, we have relied upon, and assume the accuracy of, representations and warranties contained in the documents and certificates and oral or written statements and other information of or from representatives of the Company and others and assume compliance on the part of all parties to the documents with their covenants and agreements contained therein. We also have assumed that any future changes to the terms and conditions of the Plan will be duly authorized by the Company and will comply with all applicable laws.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the issuance of the Additional Shares pursuant to the Plan has been duly authorized and that such Additional Shares, when issued, paid for and delivered as authorized in accordance with the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware (the "GCLD") and applicable provisions of the Delaware Constitution, in each case as currently in effect, and reported judicial decisions interpreting the GCLD and the Delaware Constitution. The opinions expressed herein are given as of the date hereof, and we undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinions expressed herein after the date hereof or for any other reason.

We hereby consent to the filing of this opinion as an exhibit to the Form S-8 relating to the registration of the Additional Shares. In giving such consent, we do not hereby admit that we are in the category of such persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

The opinions expressed herein are solely for your benefit in connection with the Form S-8 and may not be relied on in any manner or for any purpose by any other person or entity.

Very truly yours,

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JUN 16 2004

Employer Identification Number:
76-0137985

DLN:
17007260015003

CHS COMMUNITY HEALTH SYSTEMS INC
C/O GORDON EARLE NICHOLS
414 UNION ST STE 1600
NASHVILLE, TN 37219-0000

Person to Contact:
JOSEPH ROTUNDO ID# 52741
Contact Telephone Number:
(877) 829-5500

Plan Name:
COMMUNITY HEALTH SYSTEMS
INC 401K PLAN
Plan Number: 001

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b)(3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provide examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination letter is applicable for the amendment(s) executed on 05/18/04 & 01/05/04.

This determination letter is also applicable for the amendment(s) dated on 12/01/03 & 08/01/03.

This letter considers the changes in qualification requirements made by the Uruguay Round Agreements Act, Pub. L. 103-465, the Small Business Job Protection Act of 1996, Pub. L. 104-188, the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353, the Taxpayer Relief Act of 1997, Pub. L. 105-34, the Internal Revenue Service Restructuring and Reform Act of 1998, Pub. L. 105-206, and the Community Renewal Tax Relief Act of 2000, Pub. L. 106-554.

This letter may not be relied on with respect to whether the plan satisfies the requirements of section 401(a) of the Code, as amended by the Economic Growth and Tax Relief Reconciliation Act of 2001, Pub. L. 107-16.

The requirement for employee benefits plans to file summary plan descriptions (SPD) with the U.S. Department of Labor was eliminated effective August 5, 1997. For more details, call 1-800-998-7542 for a free copy of the SPD card.

The information on the enclosed addendum is an integral part of this determination. Please be sure to read and keep it with this letter.

We have sent a copy of this letter to your representative as indicated in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,

/s/ Paul T. Shultz

Paul T. Shultz
Director,
Employee Plans Determinations
Redesign

Enclosures:
Publication 794
Addendum

CHS COMMUNITY HEALTH SYSTEMS INC

This determination letter is also applicable for the amendment(s) dated on 07/18/03 & 05/07/03.

This determination letter acknowledges receipt of the provisions intended to satisfy the requirements of section 401(a) of the Code, as amended by the Economic Growth and Tax Relief Reconciliation Act of 2001, Pub. L. 107-16.

This determination letter is also applicable to the amendments adopted on 04/08/03, 12/01/02, 08/15/02 and 02/28/02.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Community Health Systems, Inc. on Form S-8 of our report dated February 25, 2004, appearing in the Annual Report on Form 10-K/A of Community Health Systems, Inc. for the year ended December 31, 2003 and our report dated February 25, 2004 (December 1, 2004 as to Notes 2, 10 and 13), appearing in the Current Report on Form 8-K dated December 3, 2004 of Community Health Systems, Inc. (both reports express an unqualified opinion and include an explanatory paragraph referring to the Company changing its method of accounting for goodwill and other intangible assets by adopting certain provisions of Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, effective January 1, 2002).

/s/ Deloitte & Touche LLP

Nashville, Tennessee
December 15, 2004