

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

## FORM S-8

## REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SONOCO PRODUCTS COMPANY  
(Exact name of registrant as specified in its charter)

South Carolina

57-0966962

(State or other jurisdiction of  
incorporation or organization)(I.R.S. Employer  
Identification No.)

One North Second Street, Hartsville, South Carolina 29551

(Address of principal executive offices and zip code)

SONOCO PRODUCTS COMPANY  
1996 Non-Employee Directors' Stock Plan  
(Full title of Plan)Charles J. Hupfer  
Vice President and  
Chief Financial Officer  
One North Second Street  
Sonoco Products Company  
Post Office Box 160  
Hartsville, South Carolina 29551Copies to:  
George S. King, Jr., Esquire  
Suzanne Hulst Clawson, Esquire  
Haynsworth Sinkler Boyd, P.A.  
1426 Main Street, Suite 1200  
Columbia, South Carolina 29201  
(803) 779-3080

(Name and address of agent for service)

(864) 383-7000  
(Telephone number, including  
area code, 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(2) -----	Amount of registration fee ---
Common Stock, no par value	350,000	\$23.965	\$8,387,750.00	\$771.67

(1) This registration statement also covers such indeterminable number of additional shares as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, based on the average of the high and low trading prices of the shares reported by the New York Stock Exchange on October 23, 2002.

## PARTS I AND II

This registration statement relates to registration of 350,000 additional shares of common stock, which are reserved for issuance pursuant to the Registrant's 1996 Non-Employee Directors' Stock Plan. A registration statement has previously been filed with respect to other shares of the Registrant's common stock reserved for issuance under the same plan. The contents of such earlier registration statement (File No. 333-12657), filed August 25, 1996, are hereby incorporated by reference herein.

## Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference herein the following documents:

- (a) The description of the Registrant's common stock contained in the Registrant's Form 8-A, File No. 001-11261, filed February 16, 1995, as amended by File No. 002-64529, filed December 30, 1998, and any subsequent amendment or report filed for the purpose of updating such description.

## Item 8. Exhibits.

Exhibit No.  
in Item 601  
of Regulation S-KDescription  
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4.1

Articles of Incorporation (Incorporated by reference

	to exhibits to the Company's Form 10-Q for the quarter ended June 27, 1999)
4.2	Bylaws (Incorporated by reference to exhibits to the Company's Form 10-Q for the quarter ended June 27, 1999)
5.	Opinion of Haynsworth Sinkler Boyd, P.A.
15	Letter re: unaudited interim financial information (incorporated by reference to exhibits to the Company's Forms 10-Q for the quarters ended March 31, 2002 and June 30, 2002)
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Haynsworth Sinkler Boyd, P.A. (included in Exhibit 5).
24	Power 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 City of Hartsville, State of South Carolina on October 25, 2002.

Sonoco Products Company

By s/Harris E. DeLoach, Jr.

-----  
Harris E. DeLoach, Jr.  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following person in the capacities indicated on October 25, 2002.

Sonoco Products Company

By s/Charles J. Hupfer

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Charles J. Hupfer  
Vice President and Chief Financial Officer

Each person whose signature appears below constitutes and appoints Harris E. DeLoach, Jr. and Charles J. Hupfer, jointly and severally, his true and lawful attorneys-in-fact and agents, 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 this Registration Statement and any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documentation in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may 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 indicated on October 25, 2002.

s/C. W. Coker ----- C. W. Coker	Director (Chairman)
s/ H. E. DeLoach, Jr. ----- H. E. DeLoach, Jr.	President, Chief Executive Officer and Director
s/C. J. Bradshaw ----- C. J. Bradshaw	Director
s/R. J. Brown ----- R. J. Brown	Director
s/ F. L. H. Coker ----- F. L. H. Coker	Director

s/ J. L. Coker ----- J. L. Coker	Director
s/ A. T. Dickson ----- A. T. Dickson	Director
s/ C. C. Fort ----- C. C. Fort	Director
s/ P. Fulton ----- P. Fulton	Director
s/ B. L. M. Kasriel ----- B. L. M. Kasriel	Director
s/ E. H. Lawton, Jr. ----- E. H. Lawton, Jr.	Director
s/ H. L. McColl, Jr. ----- H. L. McColl, Jr.	Director
s/ John H. Mullin, III ----- John H. Mullin, III	Director
s/ T. E. Whiddon ----- T. E. Whiddon	Director
s/ D. D. Young ----- D. D. Young	Director

# EXHIBIT INDEX

EXHIBIT NO.  
IN ITEM 601  
OF REGULATION S-K  
-----

DESCRIPTION  
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4.2	Bylaws (Incorporated by reference to exhibits to the Company's Form 10-Q for the quarter ended June 27, 1999)
5.	Opinion of Haynsworth Sinkler Boyd, P.A.
15	Letter re: unaudited interim financial information (incorporated by reference to exhibits to the Company's Forms 10-Q for the quarters ended March 31, 2002 and June 30, 2002)
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Haynsworth Sinkler Boyd, P.A. (included in Exhibit 5).
24	Power of Attorney (included on signature page)

EXHIBIT 5

Haynsworth Sinkler Boyd, P.A.  
Attorneys at Law  
The Palmetto Center  
1426 Main Street, Suite 1200  
Columbia, South Carolina 29201  
(803) 779-3080

October 28, 2002

Sonoco Products Company  
North Second Street  
Hartsville, South Carolina 29551

Gentlemen:

In connection with the registration under the Securities Act of 1933 (the "Act") of 350,000 shares of the common stock (the "Common Stock") of Sonoco Products Company, a South Carolina corporation (the "Company"), for issuance pursuant to the Sonoco Products Company 1996 Non-Employee Directors' Stock Plan, we have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination it is our opinion that original issuance shares of the Common Stock, when issued upon the terms and conditions set forth in the Registration Statement filed by the Company in connection with the registration of the Common Stock, and upon receipt of the consideration therefor, will be legally issued, fully paid and nonassessable.

We consent to be named in the Registration Statement as attorneys who will pass upon certain legal matters in connection with the offering described in the Registration Statement, and to the filing of a copy of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

s/ Haynsworth Sinkler Boyd, P.A.

Haynsworth Sinkler Boyd, P.A.

PricewaterhouseCoopers, LLP  
214 N. Tryon Street  
Suite 3600  
Charlotte, NC 28202  
Telephone (704) 344-7500  
Facsimile (704) 344-4100

October 22, 2002

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Commissioners:

We are aware that our reports dated April 17, 2002 and August 8, 2002 on our reviews of interim financial information of Sonoco Products Company for the periods ended March 31 and June 30, 2002, respectively, and included in the Company's quarterly reports on Form 10-Q for the quarters then ended are incorporated by reference in this Registration Statement on Form S-8.

Yours very truly,

s/PricewaterhouseCoopers LLP

PricewaterhouseCoopers, LLP  
214 N. Tryon Street  
Suite 3600  
Charlotte, NC 28202  
Telephone (704) 344-7500  
Facsimile (704) 344-4100

Consent of Independent Accountants

We hereby consent to the incorporation by reference into this Registration Statement on Form S-8 of Sonoco Products Company of our report dated January 31, 2002, relating to the financial statements, which appears in the Annual Report to Shareholders, which is incorporated in the Company's Annual Report on Form 10-K, as amended, for the year ended December 31, 2001. We also consent to the incorporation by reference of our report dated January 31, 2002 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

s/PricewaterhouseCoopers LLP

Charlotte, NC  
October 22, 2002