

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

CECO ENVIRONMENTAL CORP.
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

13-2566064
(I.R.S. Employer
Identification Number)

505 University Avenue,
Toronto, Ontario CANADA
(Address of Principal Executive Office)

M5G 1X3
(Zip Code)

Incentive Compensation Stock Awards
(Full Title of the Plan)

Leslie J. Weiss, Esq.
Sugar, Friedberg & Felsenthal
30 North LaSalle Street, Suite 2600
Chicago, Illinois 60602
(Name and address of agent for service)

(312) 704-9400
(Telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as
Practicable After Registration Statement Becomes Effective.

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
Common Shares par value \$0.01 per share	17,800	\$2 15/16	\$52,288	(1)\$16.00
Total	17,800	\$2 15/16	\$52,288	\$16.00

(1) Based upon the average of the high and low prices as reported by NASDAQ on May 5, 1998, and calculated in the manner specified by Rule 457(c) under the Securities Act of 1933.

PART I

INFORMATION REQUIRED IN SECTION 10(A) PROSPECTUS

The document(s) containing the information specified in part I of Form S-8 have been given to the employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Security Act"). Such documents are not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission pursuant to the Securities Exchange Act of 1934 are incorporated by reference into this Registration Statement.

a. The Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1997.

b. The description of the Company's Common Stock, \$0.01 par value, contained in the Company's registration statement on Form 10 filed pursuant to Section 12(g) of the Securities Exchange Act of 1934 on April 27, 1973, which was declared effective on September 28, 1973. Including any subsequent amendment or any report or other filing with the Securities and Exchange Commission updating such description.

c. All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all the securities offered have been sold or which registers all the securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be part thereof from the date of filing of such documents.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interest of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Officers and Directors.

The Company's By-laws provide that the Company shall indemnify any person made, or threatened to be made, a party to an action or proceeding, whether civil or criminal or investigative (a "proceeding"), including an action by or in the right of the Company or any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Company served in any capacity at the request of the Company, by reason of the fact that he, his testator or interstate, was a director or officer of the Company, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such proceeding, or any appeal therein, if such director or officer acted, in good faith, for a purpose which he reasonably believed to be in, or in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Company and, in criminal proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

Any determination as to whether a person has met an applicable standard of conduct shall be made in accordance with the provisions of the Business Corporation Law of the State of New York.

No indemnification shall be made to or on behalf of any person if a judgment or other final adjudication adverse to such person establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled.

The Company's indemnification provisions shall be enforced to the fullest extent permitted under law.

Item 7. Exemption from Registration Claimed.

The 17,800 shares of common stock (the "Shares") of the Company being registered were originally part of a block of Shares purchased in the open market by the Company's subsidiary, CECO Filters, Inc. ("Filters"). Filters transferred 17,800 Shares to 28 employees of Filters pursuant to its Incentive Compensation Awards plan as of December 31, 1996. Certificates representing the Shares were issued in March 1997. The transfer of the Shares to the employees of Filters was exempt from the registration requirements of the Securities Act of 1933 as a transaction not involving a public offering. Both the number of Shares issued and the number of persons to whom the Shares were issued was limited and information regarding the Company and Filters was distributed to all persons involved. All of the certificates representing the Shares bear restrictive legends and were held by Filters until 1998, at which time the certificates were given to the employees. To the best of the Company's knowledge, as of this date, all of the Shares are held by the persons to whom they were issued pursuant to the Incentive Compensation Award plan.

Item 8. Exhibits.

Exhibit Number -----	Description -----
10(a)	Written Authorization to Issue Incentive Compensation Awards
23	Consent of Margolis & Company P.C.

Item 9. Undertakings.

(1) The undersigned Registrant hereby undertakes:

(a) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement (i) to include any prospectus required by section 10(a)(3) of the Securities Act of 1933; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply to information required to be included in a post-effective amendment by those paragraphs which are contained in periodic reports filed by the undersigned Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement;

(b) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(2) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended 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 Toronto, Province of Ontario, on this 5 day of May, 1998.

CECO ENVIRONMENTAL CORP.

By: /s/ Phillip DeZwirek

Phillip DeZwirek
Chief Executive Officer
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Date: May 5, 1998 /s/ Phillip DeZwirek

Chief Executive Officer,
Chief Financial Officer

Date: May 5, 1998 /s/ Jason Louis DeZwirek

Jason Louis DeZwirek
Director

Date: May 5, 1998 /s/ Josephine Grivas

Director

Date: May 6, 1998 /s/ Donald Wright

Donald Wright
Director

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Exhibit 10(a)

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CECO FILTERS, INC.

The undersigned, being all of the members of the Board of Directors of CECO FILTERS, INC., a Delaware Corporation (the "Corporation"), do hereby consent in writing, without a meeting, pursuant to the authority of Section 141(f) of the Delaware General Corporation Law, to the adoption of the following resolutions:

WHEREAS, the Corporation has decided to issue Incentive Compensation Awards (the "Awards") to employees in recognition of their contribution to the Corporation's improved performance in 1996; and

WHEREAS, the Awards shall be given out in the form of CECO Environmental Corporation ("CECO") common stock, such Awards to be issued from the Corporation's holdings of CECO;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be, and hereby is, authorized to direct CECO to issue stock certificates bearing a restriction legend, which legend cannot be removed earlier than December 31, 1997, to the following employees for the number of shares opposite their respective names:

NAME OF EMPLOYEE	NUMBER OF SHARES
Joseph C. Dunbar	1,000
Richard P. Brookman	1,500
Matthew A. Lee	500
John J. Hughes	750
Mary R. Keenan	1,000
Joyce R. Cunningham	1,500
Marie C. Moore	1,000
Jeanette L. Mesticelli	600
Barry C. Rappaport	500
Patricia E. Watton	250
Gloria C. Joaquin	2,500
Edward J. Falkowski	2,500
Thaddeus R. Kiska	1,500
Donna M. Kerwin	500
Anthony J. Coscia	250
Cynthia L. Simmons	100
Michael F. Garybush	150
Glen K. Booker	100
Noel T. Booker	100
David A. Hanson	100
Joseph C. Lindsey	100
Herbert Metzger	100
Kinh T. Pham	100
John W. Snyder	100
David M. Slivinski	250
Kenneth R. Robare	300
Manuel Valadao	225
Andre Faria	225

FURTHER RESOLVED, that the appropriate officers of the Corporation, be, and hereby are, authorized to take any and all actions necessary to effectuate the foregoing resolutions.

Dated: December 31, 1996

/s/ Phillip DeZwirek

Phillip DeZwirek

/s/Steven I. Taub

Steven I. Taub

EXHIBIT 23

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement (of 17,800 Shares of common stock, par value \$0.001 per share of, CECO Environmental Corp.) of our report dated January 27, 1997 included in CECO Environmental Corp.'s Form 10-KSB for the year ended December 31, 1997 and to all references to included in the registration statement.

/s/ Margolis & Company P.C.

Margolis & Company P.C.

Bala Cynwyd, PA
May 6, 1998