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SPRINT CORP
Form S-8 POS
May 13, 2004

Registration No. 333-68737

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
Form S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

SPRINT CORPORATION
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Kansas | 48-0457967 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

Post Office Box 7997, Shawnee Mission, Kansas 66207-0997
(Address of principal executive offices)

SPRINT CORPORATION
MANAGEMENT INCENTIVE STOCK OPTION PLAN
(Full title of the Plan)

CLAUDIA S. TOUSSAINT
Vice President, Corporate Governance and Ethics, and Corporate Secretary
P.O. Box 7997
Shawnee Mission, Kansas 66207-0997
(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(913) 794-1513

This Registration Statement as originally filed related to the offering of 3,100,000 options to purchase a share of FON Common Stock and 3,100,000 shares of FON Common Stock issuable upon exercise of options granted under the Management Incentive Stock Option Plan, and the offering of 3,300,000 options to purchase a share of PCS Common Stock and 3,300,000 shares of PCS Common Stock issuable upon exercise of options granted under the Management Incentive Stock Option Plan. No shares of FON Common Stock were issued before the two-for-one split of the FON Common Stock in the 1999 second quarter, leaving all 3,100,000 shares of FON Common Stock. The two-for-one split of the FON Common Stock increased the number of shares of FON Common Stock remaining under the

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Registration Statement to 6,200,000 shares of FON Common Stock. No shares of PCS Common Stock were issued before the two-for-one split of the PCS Common Stock in the 2000 first quarter, leaving all 3,300,000 shares of PCS Common Stock. The two-for-one split of the PCS Common Stock increased the number of shares of PCS Common Stock remaining under the Registration Statement to 6,600,000 shares of PCS Common Stock.

On February 28, 2004, Sprint's Board of Directors approved the recombination of the PCS Common Stock and the FON Common Stock, effective on April 23, 2004 (the "Conversion Date). None of the 6,600,000 shares of PCS Common Stock were issued upon the exercise of options before the Conversion Date. Following the recombination of the PCS Common Stock and the FON Common Stock, no shares of PCS Common Stock may be issued. Accordingly, the purpose of this Post-Effective Amendment No. 1 is to deregister the 6,600,000 shares of PCS Common Stock covered by this Registration Statement.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit Number | Exhibits |
|-------------------|----------|
|-------------------|----------|

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|-----|--------------------|
| 24. | Power of Attorney. |
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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 of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on the 13th day of May, 2004.

SPRINT CORPORATION

By /s/ Claudia S. Toussaint
(Claudia S. Toussaint, Vice President)

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

| Name | Title | Date |
|---|--|--------------|
| G. D. FORSEE* | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | May 13, 2004 |
| ROBERT J. DELLINGER* | Executive Vice President - Chief Financial Officer (Principal Financial Officer) | |
| J. P. MEYER* | Senior Vice President and Controller (Principal Accounting Officer) | |
| DUBOSE AUSLEY* | Director | |
| <hr style="width: 20%; margin-left: 0;"/> (Gordon M. Bethune) | Director | |
| E. LINN DRAPER, JR. * | Director | |
| <hr style="width: 20%; margin-left: 0;"/> (Deborah A. Henretta) | Director | |
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| I. O. HOCKADAY, JR.* | Director | May 13, 2004 |
| L. K. LORIMER* | Director | |
| C. E. RICE* | Director | |
| LOUIS W. SMITH* | Director | |
| GERALD L. STORCH* | Director | |
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/s/ Claudia S. Toussaint

- * Signed by Claudia S. Toussaint,
Attorney-in-Fact, pursuant to
Power of Attorney filed with
this Amendment to the Registration
Statement No. 333-68737.

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EXHIBIT INDEX

| Exhibit Number | Exhibits |
|-------------------|--------------------|
| 24. | Power of Attorney. |