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SPRINT CORP
Form S-8 POS
February 12, 2004

Registration No. 333-59124

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)

1997 LONG-TERM STOCK INCENTIVE PROGRAM
(Shares previously issuable under the 1990 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

EXPLANATORY NOTE

This Registration Statement as originally filed related to the offering of 13,300,000 shares of FON Common Stock and 13,600,000 shares of PCS Common Stock issuable under the 1990 Stock Option Plan, which was adopted as a subsidiary plan under and pursuant to the 1997 Long-Term Stock Incentive Program (the "1997 Program"), which had been approved by Sprint's shareholders.

On February 10, 2004, in compliance with the settlement of the derivative litigation brought by Amalgamated Bank, as Trustee for The Longview Collective Investment Fund, Sprint's Board of Directors combined the 1990 Stock Option Plan

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with and into the 1997 Program to form a single plan (the "Plan Combination"). Options granted under the 1990 Stock Option Plan before the Plan Combination are now deemed granted under the 1997 Program. Accordingly, the purpose of this Post-Effective Amendment No. 1 is to reflect the fact that the shares of FON Common Stock and PCS Common Stock covered by this Registration Statement and not previously issued in connection with the exercise of stock options granted under the 1990 Stock Option Plan before the Plan Combination will be issued in connection with the exercise of options granted under the 1997 Program, but not for any other awards permitted under the 1997 Program (such as restricted stock, performance share, or other stock unit awards).

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit

Number

Exhibits

4. 1997 Long-Term Stock Incentive Program, as amended (filed as Exhibit 4 to Post-Effective Amendment No. 2 to Sprint Corporation's Registration Statement on Form S-8 (No. 33-59349) and incorporated herein by reference)

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 12th day of February, 2004.

SPRINT CORPORATION

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

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) |))))) |
| ROBERT J. DELLINGER* | Executive Vice President - Chief Financial Officer (Principal Financial Officer) |))))) |
| J. P. MEYER* | Senior Vice President and Controller (Principal Accounting Officer) |))))) |
| | |) February 12, 2004 |
| DUBOSE AUSLEY* | Director |))) |
| E. LINN DRAPER, JR. * | Director |))) |
| I. O. HOCKADAY, JR.* | Director |))) |
| L. K. LORIMER* | Director |))) |

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| | | |
|-------------------|----------|-------------------------------|
| C. E. RICE* | Director |)))) |
| LOUIS W. SMITH* | Director |))) February 12, 2004 |
| GERALD L. STORCH* | Director |))) |
| STEWART TURLEY* | Director |))) |

/s/ Claudia S. Toussaint

* Signed by Claudia S.

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Toussaint, Attorney-in-Fact,
pursuant to Power of Attorney
filed with this Amendment to
the Registration Statement No.
333-59124.

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EXHIBIT INDEX

| Exhibit Number | Exhibits |
|-------------------|--|
| 4. | 1997 Long-Term Stock Incentive Program, as amended (filed as Exhibit 4 to Post-Effective Amendment No. 2 to Sprint Corporation's Registration Statement on Form S-8 (No. 33-59349) and incorporated herein by reference) |
| 24. | Power of Attorney. |