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SPRINT CORP
Form S-8 POS
April 29, 2004

Registration No. 333-56938

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 7,192,508 options to purchase a share of FON Common Stock and 7,192,508 shares of FON Common Stock issuable upon exercise of options granted under the Management Inentve Stock Opiton Plan, and the offering of 7,780,634 options to purchase a share of PCS Common Stock and 7,780,634 shares of PCS Common Stock issuable upon exercise of options granted under the Management Incentive Stock Option Plan.

On February 28, 2004, Sprint's Board of Directors approved the recombination of the PCS Common Stock and the FON Common Stock, effective on

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April 23, 2004 (the "Conversion Date). None of the 7,780,634 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 7,780,634 shares of PCS Common Stock covered by this Registration Statement.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit
Number Exhibits

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 29th day of April, 2004.

SPRINT CORPORATION

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

Pursuant to the requirements of the Securities Act of 1933, this Amendment

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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. 333-56938.

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EXHIBIT INDEX

Exhibit Number	Exhibits
24.	Power of Attorney.