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SPRINT CORP
Form S-8 POS
May 14, 2004

Registration No. 333-68739

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
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 8,100,000 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. As previously reported, Sprint's Board of Directors combined the 1990 Stock Option Plan with and into the 1997 Program to form a single plan (the "Plan Combination"). 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 8,100,000 shares of PCS Common Stock. The two-for-one split of the

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PCS Common Stock increased the number of shares of PCS Common Stock remaining under the Registration Statement to 16,200,000 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 16,200,000 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. 2 is to deregister the 16,200,000 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 14th day of May, 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)	May 14, 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 14, 2004
L. K. LORIMER*	Director	
C. E. RICE*	Director	
LOUIS W. SMITH*	Director	
GERALD L. STORCH*	Director	

)

/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. 333-68739.

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EXHIBIT INDEX

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