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SPRINT CORP
Form S-8 POS
June 10, 2004

Registration No. 333-42077

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)

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 6,100,000 options to purchase a share of Sprint Common Stock ("Sprint Common Stock") and 6,100,000 shares of Sprint Common Stock issuable upon exercise of options granted under the Management Incentive Stock Option Plan. No shares of Sprint Common Stock were issued before the reclassification of Sprint Common Stock into FON Common Stock and PCS Common Stock in November, 1998. The 6,100,000 shares were reclassified into 6,100,000 shares of FON Common Stock and 3,050,000 shares of PCS Common Stock. 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 6,100,000 shares of FON Common Stock. The two-for-one split of the FON Common Stock increased the number of shares of FON Common Stock under the Registration Statement to 12,200,000 shares of FON Common Stock. No shares of PCS Common Stock were issued before the two-for-one split of the PCS Common

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Stock in the 2000 first quarter, leaving all 3,050,000 shares of PCS Common Stock. The two-for-one split of the PCS Common Stock increased the number of shares of PCS Common Stock under the Registration Statement to 6,100,000 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). Options for 4,544,494 shares of PCS Common Stock were exercised before the Conversion Date, leaving 1,555,506 shares of PCS Common Stock. 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 remaining 1,555,506 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 10th day of June, 2004.

SPRINT CORPORATION

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

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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. 333-42077.

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EXHIBIT INDEX

Exhibit
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