

SCOTTISH POWER PLC
Form 6-K
December 14, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December

SCOTTISH POWER PLC

(Translation of Registrant's Name Into English)

CORPORATE OFFICE, 1 ATLANTIC QUAY, GLASGOW, G2 8SP

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F Form 40-F

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(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes _____ No X

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____ .)

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1. Notification by Scottish Power plc, dated December 14, 2006, of Rule 8.1 - Scottish Power plc

FORM 8.1

**DEALINGS BY OFFERORS, OFFEREE COMPANIES OR THEIR ASSOCIATES
FOR THEMSELVES OR FOR DISCRETIONARY CLIENTS
(Rules 8.1(a) and (b) (i) of the Takeover Code)**

1. **KEY INFORMATION**

| | |
|---|------------------------|
| Name of person dealing (Note 1) | See attached schedule |
| Company dealt in | Scottish Power plc |
| Class of relevant security to which the dealings being disclosed relate (Note 2) | Ordinary Shares of 42p |
| Date of dealing | See attached schedule |

2. **INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE**

(a) **Interests and short positions (following dealing) in the class of relevant security dealt in (Note 3)**

Long

Short

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| | Number | (%) | Number |
|---|-----------------------|-----|-----------------------|
| (1) Relevant securities | N/A | N/A | N/A |
| (2) Derivatives (other than options) | N/A | N/A | N/A |
| (3) Options and agreements to purchase/sell | N/A | N/A | N/A |
| Total | See attached schedule | | See attached schedule |

(b) Interests and short positions in relevant securities of the company, other than the class dealt in (Note 3)

| Class of relevant security: | Long | | Short |
|---|--------|-----|--------|
| | Number | (%) | Number |
| (1) Relevant securities | N/A | N/A | N/A |
| (2) Derivatives (other than options) | N/A | N/A | N/A |
| (3) Options and agreements to purchase/sell | N/A | N/A | N/A |
| Total | N/A | N/A | N/A |

(c) Rights to subscribe (Note 3)

| Class of relevant security: | Details |
|-----------------------------|-----------------------|
| Ordinary Shares of 42p each | See attached schedule |

3. DEALINGS (Note 4)

(a) Purchases and sales

| Purchase/sale | Number of securities | Price per unit (Note 4) |
|-----------------------|-----------------------|-------------------------|
| See attached schedule | See attached schedule | See attached schedule |

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(b) Derivatives transactions (other than options)

| Product name, e.g. CFD | Long/short (Note 6) | Number of securities (Note 7) | Price per unit |
|---------------------------|---------------------|-------------------------------|----------------|
| N/A | N/A | N/A | N/A |

(c) Options transactions in respect of existing securities

(i) Writing, selling, purchasing or varying

| Product name, e.g. call option | Writing, selling, purchasing, varying etc. | Number of securities to which the option relates (Note 7) | Exercise price | Type, e.g. American, European etc. | Expiry date |
|-----------------------------------|--|---|-------------------|--|----------------|
| N/A | N/A | N/A | N/A | N/A | N/A |

(ii) Exercising

| Product name, e.g. call option | Number of securities | Exercise price per u |
|--------------------------------|----------------------|----------------------|
| N/A | N/A | N/A |

(d) Other dealings (including new securities) (Note 4)

| Nature of transaction (Note 8) | Details | Price per unit (if a |
|--------------------------------|---------|----------------------|
| N/A | N/A | N/A |

4. OTHER INFORMATION

Agreements, arrangements or understandings relating to options or derivatives

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Full details of any agreement, arrangement or understanding between the person disclosing and any to the voting rights of any relevant securities under any option referred to on this form or related rights or future acquisition or disposal of any relevant securities to which any derivative referred. If none, this should be stated.

None

Is a Supplemental Form 8 attached? (Note 9) **NO**

| | |
|--|--|
| Date of disclosure | 14 December 2006 |
| Contact name | Rhona Gregg |
| Telephone number | 0141 566 4733 |
| Name of offeree/offeror with which associated Specify category and nature of associate status (Note 10) | Scottish Power plc Category 3 - persons disclosing responsibilities i.e. members Team of Scottish Power plc |

Notes

The Notes on Form 8.1 can be viewed on the Takeover Panel's website at www.thetakeoverpanel.org.uk

Schedule

ScottishPower Employee Share Ownership Plan

Scottish Power plc ("the Company") announces that on 11 December 2006, the following Directors/Persons Discharging Managerial Responsibility, purchased Partnership Shares and were awarded Matching Shares under the Inland Revenue approved ScottishPower Employee Share Ownership Plan (ESOP). The Shares were purchased/allocated at GBP7.50 per share under the terms of the ESOP. As a result of these awards, the Company was notified today, that the individual interests in the ordinary share capital of Scottish Power plc have increased as shown below.

| | Partnership Shares Shares of 42p | Ordinary Matching Shares Shares of 42p | Ordinary | Total Interest 42p each follow |
|---------------|-------------------------------------|--|----------|-----------------------------------|
| Alan Bryce | 16 | 6 | | 25,855** |
| John Campbell | 16 | 6 | | 17,613 |

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| | | | |
|-------------------|----|---|--------|
| Stephen Dunn | 16 | 6 | 25,012 |
| Willie MacDiarmid | 16 | 6 | 29,285 |
| Susan Reilly | 16 | 6 | 14,984 |
| David Rutherford | 6 | 6 | 13,663 |

*All less than 1% of the issued share capital

** Balance adjusted to reflect 2,504 shares held in PEP/ISAs with Alliance Trust Savings Scheme, Dundee resultant from return of cash to shareholders following sale of PacifiCorp

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

/s/ Scottish Power plc

(Registrant)

Date: December 14, 2006

By: /s/ Mrs Sheelagh Duffield

Mrs Sheelagh Duffield
Company Secretary