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SPRINT CORP
Form S-8 POS
June 28, 2004

Registration No. 333-111956

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
(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 12,000,000 shares of FON Common Stock and 8,000,000 shares of PCS Common Stock issuable under the 1997 Long-Term Stock Incentive Program.

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"). Restricted Stock Units for 2,800 shares of PCS Common Stock vested before the Conversion Date, leaving 7,997,200 shares of PCS Common Stock available under this Registration Statement. 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

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Amendment No. 1 is to deregister the remaining 7,997,200 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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* Previously filed with this Registration Statement No. 333-111956

II-1

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 28th day of June, 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)	June 28, 2004
	Executive Vice President	
ROBERT J. DELLINGER*	- Chief Financial Officer (Principal Financial Officer)	
	Senior Vice President and Controller (Principal Accounting Officer)	
DUBOSE AUSLEY*	Director	
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(Gordon M. Bethune)	Director	
E. LINN DRAPER, JR. *	Director	
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(Deborah A. Henretta)	Director	

II-2

		June 28, 2004
I. O. HOCKADAY, JR.*	Director	
L. K. LORIMER*	Director	
C. E. RICE*	Director	
LOUIS W. SMITH*	Director	
GERALD L. STORCH*	Director	

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/s/ Claudia S. Toussaint

* Signed by Claudia S. Toussaint,
Attorney-in-Fact, pursuant to
Power of Attorney filed with
this Registration Statement No.
333-111956.

II-3

EXHIBIT INDEX

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* Previously filed with this Registration Statement No. 333-111956