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SPRINT CORP
Form S-8 POS
April 29, 2004

Registration No. 333-61462

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
1988 EMPLOYEES STOCK PURCHASE 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 12,000,000 shares of PCS Common Stock issuable under the 1988 Employees Stock Purchase Plan. As of April 23, 2004, 11,991,627 of these shares had been issued, leaving 8,373 shares of PCS Common Stock covered by this Registration Statement.

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 remaining 8,373 shares of PCS Common Stock were issued 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 remaining 8,373 shares of PCS Common Stock

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covered by this Registration Statement.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit
Number Exhibits

24. Power of Attorney.

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 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 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) |)))) |

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ROBERT J. DELLINGER* Executive Vice President)
- Chief Financial Officer)
(Principal Financial)
Officer))
J. P. MEYER* Senior Vice President and)
Controller)
(Principal Accounting)
Officer)) April 29, 2004
DUBOSE AUSLEY* Director)

 (Gordon M. Bethune) Director)
E. LINN DRAPER, JR. * Director)

 (Deborah A. Henretta) Director)

II-2

I. O. HOCKADAY, JR.* Director)
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. 333-61462.

II-3

EXHIBIT INDEX

| Exhibit Number | Exhibits |
|-------------------|--------------------|
| 24. | Power of Attorney. |