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SPRINT CORP  
Form S-8 POS  
February 12, 2004

Registration No. 333-46491

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
Form S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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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)

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1997 LONG-TERM STOCK INCENTIVE PROGRAM  
(Shares previously issuable under the 1990 Stock Option Plan)  
(Full title of the Plan)

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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

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EXPLANATORY NOTE

This Registration Statement as originally filed related to the offering of 6,558,436 shares of Sprint Common Stock ("Sprint 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. On November 23, 1998, following approval by Sprint shareholders, each share of Sprint Common Stock was

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reclassified into one share of FON Common Stock and one-half of a share of PCS Common Stock. The 6,558,436 shares of Sprint Common Stock were reclassified into 6,558,436 shares of FON Common Stock and 3,279,218 shares of PCS Common Stock. At the same time, outstanding options were converted into options to purchase FON Common Stock and PCS Common Stock. The two-for-one split of the FON Common Stock in the 1999 second quarter increased the number of shares of FON Common Stock covered by the Registration Statement to 13,116,872 shares of FON Common Stock. The two-for-one split of the PCS Common Stock in the 2000 first quarter increased the number of shares of PCS Common Stock covered by the Registration Statement to 6,558,436 shares of PCS Common Stock.

On February 10, 2004, in compliance with the settlement of the derivative litigation brought by Amalgamated Bank, as Trustee for The Longview Collective Investment Fund, 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"). Options granted under the 1990 Stock Option Plan before the Plan Combination are now deemed granted under the 1997 Program. Accordingly, the purpose of this Post-Effective Amendment No. 2 is to reflect the fact that the shares of FON Common Stock and PCS Common Stock covered by this Registration Statement and not previously issued in connection with the exercise of stock options granted under the 1990 Stock Option Plan before the Plan Combination will hereafter be issued in connection with the exercise of options granted under the 1997 Program, but not for any other awards permitted under the 1997 Program (such as restricted stock, performance share, or other stock unit awards).

### PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit  
Number

Exhibits

4. 1997 Long-Term Stock Incentive Program, as amended (filed as Exhibit 4 to Post-Effective Amendment No. 2 to Sprint Corporation's Registration Statement on Form S-8 (No. 33-59349) and incorporated herein by reference)

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 12th day of February, 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)	)
		)
ROBERT J. DELLINGER*	Executive Vice President	)
	- Chief Financial Officer	)
	(Principal Financial	)
	Officer)	)
		)
J. P. MEYER*	Senior Vice President and	)
	Controller	)
	(Principal Accounting	)
	Officer)	)
		) February 12, 2004
DUBOSE AUSLEY*	Director	)
		)
E. LINN DRAPER, JR. *	Director	)
		)
I. O. HOCKADAY, JR.*	Director	)
		)
L. K. LORIMER*	Director	)
		)

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C. E. RICE*	Director	)	
		)	
		)	
LOUIS W. SMITH*	Director	)	
		)	February 12, 2004
		)	
GERALD L. STORCH*	Director	)	
		)	
		)	
STEWART TURLEY*	Director	)	

/s/ Claudia S. Toussaint

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\* Signed by Claudia S. Toussaint, Attorney-in-Fact, pursuant to Power of Attorney filed with this Amendment to the Registration Statement No. 333-46491

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EXHIBIT INDEX

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