

SCOTTISH POWER PLC  
Form CB  
May 04, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

**(Amendment No. \_\_)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)

Securities Act Rule 802 (Exchange Offer)

Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)

Exchange Act Rule 14d-1(c) (Third Party Tender Offer)

Exchange Act Rule 14e-2(d) (Subject Company Response)

**SCOTTISH POWER plc**

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(Name of Subject Company)

**Not applicable**

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(Translation of Subject Company's Name into English (if applicable))

**SCOTLAND**

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(Jurisdiction of Subject Company's Incorporation or Organization)

**SCOTTISH POWER plc**

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(Name of Person(s) Furnishing Form)

**Non-cumulative preference B shares of 50 pence each**

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(Title of Class of Subject Securities)

**Not applicable**

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(CUSIP Number of Class of Securities (if applicable))

**Sheelagh Duffield**

**Company Secretary**

**1 Atlantic Quay**

**Glasgow G2 8SP**

**Scotland**

**011 44 141 636 4544**

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(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on

Behalf of Subject Company)

**With a copy to:**

**Richard C. Morrissey**

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**Sullivan & Cromwell LLP**

**1 New Fetter Lane**

**London EC4A 1AN**

**England**

**011 44 20 7959 8900**

**May 4, 2007**

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**(Date Tender Offer/Rights Offering Commenced)**

**PART I - INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

(a) The following documents are attached as exhibits to this Form CB:

- (a)(1) Important Notice to Holders
- (a)(2) Repurchase Offer Letter, dated May 3, 2007
- (a)(3) Repurchase Offer Form
- (a)(4) Press release, dated May 3, 2007

(b) Not applicable

**Item 2. Informational Legends**

Not applicable

**PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

(1) Not applicable

(2) Not applicable

(3) Not applicable

**PART III - CONSENT TO SERVICE OF PROCESS**

Scottish Power plc has filed a written irrevocable consent and power of attorney on Form F-X with the Securities and Exchange Commission on May 4, 2007.

**Exhibit Index**

| <b>Exhibit Number</b> | <b>Description</b>                         |
|-----------------------|--|
| (a)(1)                | Important Notice to Holders                |
| (a)(2)                | Repurchase Offer Letter, dated May 3, 2007 |
| (a)(3)                | Repurchase Offer Form                      |
| (a)(4)                | Press release, dated May 3, 2007           |

**PART IV - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Scottish Power plc

By: /s/ Mrs Sheelagh Duffield

Name: Mrs Sheelagh Duffield

Title: Company Secretary

Date: May 4, 2007