

SCOTTISH POWER PLC
Form 6-K
February 16, 2007

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 February

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-_____ .)

FORM 6-K: TABLE OF CONTENTS

I. Notification by Scottish Power plc, dated February 16, 2007, 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 | |
|--|-----------------------|------------|-------------------|------------|
| | Number | (%) | Number | (%) |
| (1) Relevant securities | N/A | N/A | N/A | N/A |
| (2) Derivatives (other than options) | N/A | N/A | N/A | N/A |
| (3) Options and agreements to purchase/sell | N/A | N/A | N/A | N/A |
| Total | See attached schedule | | See attached sche | |

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

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

(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 unit |
|--------------------------------|----------------------|-------------------------|
| N/A | N/A | N/A |

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(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

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 rela rights or future acquisition or disposal of any relevant securities to which any derivative refererenced. If none, this should be stated.

None

| | |
|---|---|
| Is a Supplemental Form 8 attached? (Note 9) | NO |
| Date of disclosure | 16 February 2007 |
| Contact name | Rhona Gregg |
| Telephone number | 0141 566 4733 |
| Name of offeree/offeror with which associated | Scottish Power plc |
| Specify category and nature of associate status (Note 10) | Category 3 - subsidiary director Power Group |

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 12 February 2007, the following subsidiary directors, 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 £7.70 per share under the terms of the ESOP. As a result of these awards, the Company was notified yesterday, that the individual interests in the ordinary share capital of Scottish Power plc have increased as shown below.

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| | Partnership Shares Ordinary Shares of 42p | Matching Shares Ordinary Shares of 42p | Total Interest 42p each follow * |
|------------------|--|---|--|
| Keith Anderson | 16 | 6 | 11,941 |
| Robert Benns | 11 | 6 | 3,990 |
| Andrew Bird | 16 | 6 | 3,890 |
| Peter Brown | 16 | 6 | 6,074 |
| Heather Chalmers | 16 | 6 | 6,289 |
| Adrian Coats | 16 | 6 | 9,399 |
| Sandy Duckett | 16 | 6 | 4,413 |
| Hugh Finlay | 16 | 6 | 10,925 |
| John Heasley | 16 | 6 | 7,070 |
| David Hill | 16 | 6 | 5,691 |
| Dylan Hughes | 6 | 6 | 7,118 |
| Guy Jefferson | 6 | 6 | 8,199 |
| Stuart MacDonald | 16 | 6 | 7,228 |
| Jim McGowan | 16 | 6 | 6,942 |
| David Morrison | 16 | 6 | 7,225 |
| Roger Seshan | 6 | 6 | 1,921 |
| James Sutherland | 16 | 6 | 9,537 |
| David Wark | 16 | 6 | 10,230 |
| Julie Welsh | 9 | 6 | 967 |
| Stewart Wood | 16 | 6 | 11,932 |

*All less than 1% of the issued share capital

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: February 16, 2007

By: /s/ Mrs Sheelagh Duffield

Mrs Sheelagh Duffield
Company Secretary