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TELUS CORP
Form S-8
June 03, 2005

As filed with the Securities and Exchange Commission
on June 3, 2005 Registration

No. 333-

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TELUS CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

British Columbia, Canada
(State or other Jurisdiction of
Incorporation or Organization)

N/A
(I.R.S. Employer Identification No.)

555 Robson Street
Vancouver, British Columbia V6B 3K9
Canada
(604) 697-8029
(Address of Principal Executive Offices)

TELUS Corporation Management Share Option Plan, as Amended and Restated
(Full Title of the Plans)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 590-9200
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

With Copy To:

Richard B. Aftanas, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Time Square
New York, New York 10036
(212) 735-3000

CALCULATION OF REGISTRATION FEE

| Name of Plan | Title of Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Re |
|--------------|--|-------------------------------|--|--|-------|
| ===== | ===== | ===== | ===== | ===== | ===== |

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| | | | | | |
|--|----------------------|-----------|---------|---------------|----|
| TELUS Corporation Management Share Option Plan (formerly the TELUS Corporation Share Option and Compensation Plan), as amended and restated (the "Option Plan") | Non-Voting Shares | 6,000,000 | \$31.91 | \$191,460,000 | \$ |
|--|----------------------|-----------|---------|---------------|----|

(1) Together with an indeterminate number of ordinary non-voting shares that may be necessary to adjust the number of shares reserved for issuance pursuant to the Option Plan as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of TELUS Corporation (the "Registrant" or the "Corporation"). Such indeterminable number of additional non-voting shares as may be issuable pursuant to the operation of the recapitalization and adjustment provisions of the Option Plan are also registered hereby.

(2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the average of the high and low sale prices of the Corporation's non-voting shares as reported on the New York Stock Exchange on May 27, 2005.

EXPLANATORY NOTE

The purpose of this Registration Statement is to reflect the change in the name of the TELUS Corporation Share Option and Compensation Plan to the TELUS Corporation Management Share Option Plan (the "Option Plan") (the new name is reflected on the cover page) and to register additional non-voting shares for issuance under the Registrant's Option Plan. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-13526) filed with the Securities and Exchange Commission (the "Commission") on May 17, 2001, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-103562) filed with the Commission on March 3, 2003, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-110964) filed with the Commission on December 5, 2003, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-115750) filed with the Commission on May 21, 2004 and the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-121629) filed with the Commission on December 23, 2004 are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed with the Commission by the Registrant, TELUS Corporation, a company organized under the laws of the province of British Columbia, Canada, pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Registration Statement:

The Registrant's Annual Report on Form 40-F for the year ended December 31, 2004.

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All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

The Registrant's audited consolidated financial statements as at and for the year ended December 31, 2004 incorporated by reference in this Registration Statement have been audited by Deloitte & Touche LLP, independent public accountants, as indicated in their report with respect thereto in reliance upon the authority of said included firm as experts in accounting and auditing in giving said report.

Item 8. Exhibits.

| Exhibit No. | Description of Exhibit |
|-------------|--|
| 5.1 | Opinion of Farris, Vaughn, Wills & Murphy LLP. |
| 10.1 | TELUS Corporation Management Share Option Plan, as amended and restated. |
| 23.1 | Consent of Farris, Vaughn, Wills & Murphy LLP (included in Exhibit 5.1). |
| 23.2 | Consent of Deloitte & Touche, LLP. |
| 24.1 | Power of Attorney (included on the signature page hereto). |

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 registration statement has been signed on its behalf by the undersigned, thereunto duly authorized in the City of Vancouver, Province of British Columbia, Country of Canada, on this 3rd day of June, 2005.

TELUS CORPORATION

By: /s/ Audrey T. Ho

Name: Audrey T. Ho
Title: Vice President, Legal Services,
General Counsel and Corporate
Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature

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appears below constitutes and appoints Darren Entwistle, Robert G. McFarlane, and Audrey T. Ho and each of them, his true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on this 3rd day of June, 2005.

| Name ----- | Title ----- |
|---|---|
| /s/ Darren Entwistle ----- Darren Entwistle | Director, President and Chief Executive Officer (Principal Executive Officer) |
| ----- Robert G. McFarlane | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Brian A. Canfield ----- Brian A. Canfield | Chairman |
| /s/ R.H. (Dick) Auchinleck ----- R.H. (Dick) Auchinleck | Director |
| /s/ A. Charles Baillie ----- A. Charles Baillie | Director |
| /s/ Micheline Bouchard ----- Micheline Bouchard | Director |
| ----- R. John Butler | Director |
| /s/ Ruston E. T. Goepel ----- Ruston E. T. Goepel | Director |
| /s/ John S. Lacey ----- John S. Lacey | Director |

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/s/ Brian F. MacNeill Director

Brian F. MacNeill

/s/ Ronald P. Triffo Director

Ronald P. Triffo

/s/ Donald Woodley Director

Donald Woodley

EXHIBIT INDEX

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| 24.1 | Power of Attorney (included on the signature page hereto). |

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the authorized representative has duly caused this Registration Statement to be signed on its behalf by the undersigned, solely in its capacity as the duly authorized representative of TELUS Corporation in the United States, in the State of Delaware, Country of the United States of America, on the 3rd day of June, 2005.

/s/ Gregory S. Lavelle

Name: Gregory S. Lavelle