

SCOTTISH POWER PLC  
Form 6-K  
March 31, 2006

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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## FORM 6-K

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March

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## SCOTTISH POWER PLC

(Translation of Registrant's Name Into English)

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**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-\_\_\_\_\_ .)

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I. Notification by Scottish Power plc, dated March 31, 2006, of SPW Notice to Bondholders

**Scottish Power Finance (Jersey) Limited (the "Issuer")**

**US\$700,000,000 4 per cent. step-up perpetual subordinated convertible bonds (the**

**Notice to Bondholders of adjustment to Exchange Price**

Scottish Power plc (the "Company") has announced today that it is sending a circular to its shareholders in connection with the return of cash to its shareholders of £2.25 billion by way of a B Share scheme and a consolidation of cash and share consolidation are subject to approval by the Company's shareholders.

The Issuer hereby gives notice to the Bondholders of the expected adjustments to the Exchange Price as a result of the return of cash and the share consolidation.

The Company considers that the transaction constitutes a series of events occurring within a circumstance to which Article 9(e)(B)(ff) of the Issuer's Articles of Association) and a circumstance to which Article 9(e)(B)(hh) of the Issuer's Articles of Association apply.

In accordance with those Articles and Article 9(e)(B)(hh), the Company has appointed Ernst & Young LLP as trustee, to give an opinion in accordance with Articles 9(e)(B)(ff) and (gg) and to provide an adjustment to the Exchange Price. The adjustment will be made with reference to Article 9(e)(B)(aa)(ii) - Reclassification and Subdivision; Article 9(e)(B)(aa)(ii) - Capitalisation of Profits or Reserves; and Article 9(e)(B)(aa)(ii) - Capital Distribution.

The return of capital to shareholders via the B-Share scheme will be treated as the equivalent of a reverse capitalisation per existing ordinary share and the "reverse capitalisation" of, approximately, every three ordinary shares. A Consolidation of ordinary shares will then occur on the basis of approximately one ordinary share for every existing ordinary share held following the "reverse capitalisation".

Based on the market value of the ordinary shares as at 30 March 2006 and the details of the capitalisation, Ernst & Young LLP do not currently expect that the amount of the adjustment to the Exchange Price will be determined with reference to the share price on the date for the return of cash.

Following any adjustment to the Exchange Price, the Issuer will give notice of such adjustment to the Bondholders in paragraph 9(e)(B)(cc) of the Articles of Association of the Issuer (and in accordance with Condition 10 of the

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there is an adjustment to the Exchange Price, any adjustments which had previously not been made of such adjustments being less than 1% of the Exchange Price then in effect, will be carried forward. No adjustment to the Exchange Price is not required to be made as a result of such adjustment being made in accordance with Article 9(e)(B)(cc), any such adjustment shall be carried forward and no adjustment.

For further information:

Mark Dalton	UBS Limited	020 7568 2101
Ben Grindley	Morgan Stanley & Co. Limited	020 7677 7548

### 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

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(Registrant)

Date: March 31, 2006

By: /s/ Donald McPherson

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Donald McPherson  
Deputy Company Secretary