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TELUS CORP
Form S-8
May 21, 2004

As filed with the Securities and Exchange Commission on May 21, 2004

Registration No. 333-

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) 697-8044
(Address of Principal Executive Offices)

TELUS Corporation Employee Stock Option Plan, as Amended and Restated
(Full Title of the Plan)

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

| Title of Class of Securities to be | Amount to be | Proposed Maximum Offering Price | Proposed Maximum Aggregate | Re |
|--|--------------|------------------------------------|-------------------------------|----|
| | | | | |

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| Name of Plan | Registered | Registered(1) | Per Share(2) | Offering Price(2) |
|---|----------------------|---------------|--------------|-------------------|
| TELUS Corporation Employee Stock Option Plan, as amended and restated (the "Employee Plan") | Non-Voting Shares | 2,100,000 | \$15.50 | \$32,539,500 |

(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 Employee Plan (the "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 indeterminate number of additional non-voting shares as may be issuable pursuant to the operation of the recapitalization and adjustment provisions of the 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 18, 2004.

EXPLANATORY NOTE

The purpose of this Registration Statement is to register additional non-voting shares for issuance under the Registrant's Plans. 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 and the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-110964) filed with the Commission on December 5, 2003, 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:

(1) The Registrant's Annual Report on Form 40-F for the year ended December 31, 2003; and

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

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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.

Item 8. Exhibits.

| Exhibit No. ----- | Description of Exhibit ----- |
|----------------------|--|
| 5.1 | Opinion of Farris, Vaughan, Wills & Murphy. |
| 10.1 | TELUS Corporation Employee Stock Option Plan, as amended and restated. |
| 23.1 | Consent of Farris, Vaughan, Wills & Murphy (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 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Vancouver, Province of British Columbia, Country of Canada, on this 21st day of May, 2004.

TELUS CORPORATION

By: /s/ Audrey T. Ho

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Darren Entwistle, Robert G. McFarlane, James W. Peters 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

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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 21st day of May, 2004.

| Name ----- | Title ----- | Date ----- |
|---|--|---------------|
| /s/ Darren Entwistle ----- Darren Entwistle | Director, President and Chief Executive Officer (Principal Executive Officer) | May 21, 2004 |
| /s/ Robert G. McFarlane ----- Robert G. McFarlane | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | May 21, 2004 |
| /s/ Brian A. Canfield ----- Brian A. Canfield | Chairman | May 21, 2004 |
| /s/ R. H. Auchinleck ----- R. H. (Dick) Auchinleck | Director | May 21, 2004 |
| /s/ A. Charles Baillie ----- A. Charles Baillie | Director | May 21, 2004 |
| /s/ Micheline Bouchard ----- Micheline Bouchard | Director | May 21, 2004 |
| /s/ R. John Butler ----- R. John Butler | Director | May 21, 2004 |
| /s/ Peter D. Charbonneau ----- Peter D. Charbonneau | Director | May 21, 2004 |
| /s/ John S. Lacey ----- | Director | May 21, 2004 |

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Name: Donald J. Puglisi