

SPRINT NEXTEL CORP
Form S-8 POS
May 10, 2007

Registration No. 333-25449

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3
TO
Form S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

SPRINT NEXTEL CORPORATION
(Exact name of registrant as specified in its charter)

Kansas	48-0457967
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2001 Edmund Halley Drive, Reston, Virginia 20191
(Address of principal executive offices)

OUTSIDE DIRECTORS SHARES UNDER THE
SPRINT CORPORATION 1997 LONG-TERM STOCK INCENTIVE PROGRAM
(Full title of the Plan)

LEONARD J. KENNEDY, ESQ.
General Counsel
Sprint Nextel Corporation
2001 Edmund Halley Drive
Reston, Virginia 20191
(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(703) 433-4000

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This Registration Statement as originally filed related to the offering of 100,000 shares of Sprint Common Stock ("Sprint Common Stock") issuable to outside directors under Sprint's 1997 Long-Term Stock Incentive Program (the "1997 Program"). 1,362 shares were issued before the reclassification of Sprint Common Stock into FON Common Stock and PCS Common Stock in November 1998, leaving 98,638 shares. The remaining 98,638 shares were reclassified into 98,638 shares of FON Common Stock and 49,319 shares of PCS Common Stock. 992 shares of

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FON Common Stock were issued before the two-for-one split of the FON Common Stock in the 1999 second quarter, leaving 97,646 shares of FON Common Stock. The two-for-one split of the FON Common Stock increased the number of shares of FON Common Stock under the Registration Statement to 195,292 shares of FON Common Stock. 720 shares of PCS Common Stock were issued before the two-for-one split of PCS Common Stock in the 2000 first quarter, leaving 48,599 shares of PCS Common Stock. The two-for-one split of the PCS Common Stock increased the number of shares of PCS Common Stock under the Registration Statement to 97,198 shares of PCS Common Stock.

On February 28, 2004, Sprint's Board of Directors approved the recombination of the PCS Common Stock and the FON Common Stock, effective on April 23, 2004 (the "Recombination Date"). 91,370 of the 97,198 shares of PCS Common Stock were issued before the Recombination Date, leaving 5,828 shares of PCS Common Stock. Following the recombination of the PCS Common Stock and the FON Common Stock, the remaining shares of PCS Common Stock were deregistered.

In connection with the merger of Nextel Communications, Inc. with and into a subsidiary of Sprint in August 2005, Sprint amended its Articles of Incorporation to change its name to Sprint Nextel Corporation and to redesignate its FON Common Stock as common stock.

The 1997 Program provides that no awards may be granted pursuant to the plan after April 15, 2007. Accordingly, Sprint Nextel hereby deregisters the shares of its common stock registered under this Registration Statement which remain unsold.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit
Number Exhibits

24. Power of Attorney.

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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 Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on the 10th day of May, 2007.

SPRINT NEXTEL CORPORATION

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By: /s/ Michael T. Hyde
 Michael T. Hyde, Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
GARY D. FORSEE*	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)))))
PAUL SALEH*	Chief Financial Officer (Principal Financial Officer)))))
W.G. ARENDT*	Senior Vice President and Controller (Principal Accounting Officer)))))
KEITH J. BANE*	Director) May 10, 2007)))
----- (Robert R. Bennett)	Director))))
GORDON BETHUNE*	Director))))
FRANK M. DRENDEL*	Director))))

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JAMES H. HANCE JR.*	Director))))
V. JANET HILL*	Director))))
I. O. HOCKADAY, JR.*	Director) May 10, 2007)))
L. K. LORIMER*	Director))))
WILLIAM SWANSON*	Director))))

* By: /s/ Michael T. Hyde
 Michael T. Hyde, Attorney-in-Fact,
 pursuant to Power of Attorney filed
 with this Amendment No. 3.

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EXHIBIT INDEX

Exhibit Number	Exhibits
24.	Power of Attorney.