

NUVEEN PREFERRED CONVERTIBLE INCOME FUND 2
Form 8-A12B
May 07, 2003

=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or 12(g) of the
Securities Exchange Act of 1934

NUVEEN PREFERRED AND CONVERTIBLE INCOME FUND 2

(Exact Name of Registrant as Specified in Its Charter)

MASSACHUSETTS
(State of Incorporation
or Organization)

TO BE APPLIED FOR
(I.R.S. Employer
Identification No.)

333 West Wacker Drive
Chicago, Illinois 60606
(Address of Principal Executive Offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-102903.

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered ----- | Name of Each Exchange On Which Each Class is to be Registered ----- |
|--|---|
| Share of beneficial interest \$0.01 par value per share | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

(Title of Class)

=====
Item 1. Description of Registrant's Securities to be Registered.

The shares (the "Shares") to be registered hereunder are shares of beneficial interest, \$0.01 par value per share of Nuveen Preferred and Convertible Income Fund 2 (the "Registrant"). A description of the Shares is contained under the heading "Description of Shares" in the prospectus included in an amendment to the Registrant's registration statement on Form N-2 and under the heading "Description of Shares" in the statement of additional information included therein, each filed under the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, on April 17, 2003 (Registration Nos. 333-104599 and 811-21333, respectively), which description is incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits, no exhibits are filed herewith or incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 7, 2003

NUVEEN PREFERRED AND
CONVERTIBLE INCOME FUND 2

By: /s/ Jessica R. Droeger

Jessica R. Droeger
Vice President and
Secretary