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TELUS CORP
Form S-8
December 23, 2004

As filed with the Securities and Exchange Commission on December 23, 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) 697-8029
(Address of Principal Executive Offices)

TELUS Corporation Share Option and Compensation 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 Share Option and Compensation Plan, as amended and restated (the "Option Plan") | Non-Voting Shares | 2,500,000 | \$27.20 | \$68,000,000 |
|--|----------------------|-----------|---------|--------------|

- (1) Together with an indeterminate number of ordinary non-voting shares that may be necessary to the number of shares reserved for issuance pursuant to the Option Plan as a result of a 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 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) of the Securities Act of 1933, as amended, on the basis of the average of the high and low sales of the Corporation's non-voting shares as reported on the New York Stock Exchange on December 31, 2004.

EXPLANATORY NOTE

The purpose of this Registration Statement is 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 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

(2) The Registrant's Reports of Foreign Issuer on Form 6-K dated February 13, 2004, April 12, 2004, May 5, 2004, May 17, 2004, August 9, 2004, October 29, 2004, November 1, 2004 and November 30, 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, 2003 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. |
| 10.1 | TELUS Share Option and Compensation Plan, as amended and restated. |
| 23.1 | Consent of Farris, Vaughn, 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 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 23rd day of December, 2004.

TELUS CORPORATION

By: /s/ Audrey T. Ho

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

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature 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 23rd day of December, 2004.

| Name ----- | Title ----- | Date ----- |
|---|--|-------------------|
| /s/ Darren Entwistle ----- Darren Entwistle | Director, President and Chief Executive Officer (Principal Executive Officer) | December 23, 2004 |
| ----- Robert G. McFarlane | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | December 23, 2004 |
| /s/ Brian A. Canfield ----- Brian A. Canfield | Chairman | December 23, 2004 |
| /s/ R.H. (Dick) Auchinleck ----- R.H. (Dick) Auchinleck | Director | December 23, 2004 |
| ----- A. Charles Baillie | Director | December 23, 2004 |

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| | | |
|---|----------|-------------------|
| /s/ Micheline Bouchard ----- Micheline Bouchard | Director | December 23, 2004 |
| ----- R. John Butler | Director | December 23, 2004 |
| ----- John S. Lacey | Director | December 23, 2004 |
| /s/ Brian F. MacNeill ----- Brian F. MacNeill | Director | December 23, 2004 |
| /s/ Ronald P. Triffo ----- Ronald P. Triffo | Director | December 23, 2004 |
| /s/ Donald Woodley ----- Donald Woodley | Director | December 23, 2004 |
| ----- Ruston Goepel | Director | December 23, 2004 |

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

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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 23rd day of December, 2004.

/s/ Donald J. Puglisi

Name: Donald J. Puglisi