

SCOTTISH POWER PLC  
Form 6-K  
May 22, 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 May

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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 May 22, 2006 of 'Repurchase of B shares'

This document should not be transmitted, distributed or released in or into any jurisdiction in violation of the relevant laws of such jurisdiction.

Scottish Power plc

#### **Return of Cash - Repurchase of B Shares**

Scottish Power plc has appointed UBS and Morgan Stanley, as its agents, to make the Initial Repurchase Offer in accordance with the Circular and the US Supplemental Memorandum, each dated 31 March 2006.

UBS and Morgan Stanley hereby make the Initial Repurchase Offer, each acting as agent for 240,324,768 B Shares in respect of which valid elections have been received from shareholders in connection with the transaction on the terms set out in the Circular and the US Supplemental Memorandum. The offer is made on each, free of all dealing expenses and commissions.

With respect to shareholders, it is expected that New Ordinary Share certificates, retained share certificates and cheques in respect of the Single B Share Dividend and /or B Shares purchased under the Initial Repurchase Offer, cheques for any fractional entitlements, will be despatched to relevant shareholders or relevant banks or accounts credited with the proceeds, as appropriate, on 5 June 2006.

With respect to ADS Holders, cheques and transaction advices are expected to be despatched and received on 12 June 2006 in respect of B Shares purchased under the Initial Repurchase Offer, the Single B Share Dividend and entitlements.

Notes:

All capitalised terms shall have the meanings given to them in the Circular and the US Supplemental Memorandum, 2006.

For further information:

|                 |                              |               |
|-----------------|------------------------------|---------------|
| Colin McSeveny  | Head of Media Relations      | 0141 566 4515 |
| Jennifer Lawton | Director, Investor Relations | 0141 636 4527 |

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Philip Shelley  
Alisdair Gayne

UBS Limited  
Morgan Stanley & Co. Limited

020 7567 8000  
020 7425 8000

END

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: May 22 2006

By: /s/ Donald McPherson

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Donald McPherson  
Deputy Company Secretary