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TELUS CORP  
Form S-8  
December 05, 2003

As filed with the Securities and Exchange Commission on December 5, 2003

Registration No. 333-

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.)

-----  
Floor 8, 555 Robson Street  
Vancouver, British Columbia V6B 3K9  
Canada  
(604) 432-2151  
(Address of Principal Executive Offices)

-----  
TELUS Corporation Employee Stock Option Plan, as Amended and Restated  
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  
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CALCULATION OF REGISTRATION FEE

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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
TELUS Corporation Employee Stock Option Plan, as amended and restated (the "Employee Plan")	Non-Voting Shares	1,100,000	\$17.91	\$19,701,000	
TELUS Corporation Share Option and Compensation Plan, as amended and restated (the "Option Plan")	Non-Voting Shares	2,500,000	\$17.91	\$44,775,000	

(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 and the Option Plan (together, the "Plans") 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 Plans 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 December 1, 2003.

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 and the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-103562) filed with the Commission on March 3, 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,

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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, 2002; and

(2) The Registrant's Reports of Foreign Issuer on Form 6-K dated May 2, 2003, July 30, 2003 and November 3, 2003.

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, 2001 incorporated by reference in this Registration Statement have been audited by Arthur Andersen 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. The Registrant has not been able to obtain, after reasonable efforts, the written consent of Arthur Andersen to naming it in the Registration Statement, as having certified the Registrant's audited consolidated financial statements as at and for the year ended December 31, 2001 as required by Section 7 of the Securities Act of 1933, as amended (the "Securities Act"), and the Registrant has dispensed with the requirement to file their consent in reliance on Rule 437a promulgated under the Securities Act. As a result, the ability of a participant in the Plans to assert claims against Arthur Andersen may be limited. Since the Registrant has not been able to obtain the written consent of Arthur Andersen, a participant in the Plans will not be able to recover against Arthur Andersen under Section 11 of the Securities Act for any untrue statements of a material fact contained in the financial statements audited by Arthur Andersen or any omissions to state a material fact required to be stated therein.

### 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.
10.2	TELUS Corporation Share Option and Compensation 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.

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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 Burnaby, Province of British Columbia, Country of Canada, on this 5th day of December, 2003.

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 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 5th day of December, 2003.

Table with 3 columns: Name, Title, Date. Row 1: /s/ Darren Entwistle, Director, President and Chief Executive Officer (Principal Executive Officer), December 5, 2003.

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/s/ Robert G. McFarlane ----- Robert G. McFarlane	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 5, 2003
/s/ Brian A. Canfield ----- Brian A. Canfield	Chairman	December 5, 2003
/s/ R. H. Auchinleck ----- R. H. (Dick) Auchinleck	Director	December 5, 2003
/s/ A. Charles Baillie ----- A. Charles Baillie	Director	December 5, 2003
/s/ R. John Butler ----- R. John Butler	Director	December 5, 2003
----- Peter D. Charbonneau	Director	
/s/ Iain J. Harris ----- Iain J. Harris	Director	December 5, 2003
/s/ John S. Lacey ----- John S. Lacey	Director	December 5, 2003
/s/ John J. Lack ----- John J. Lack	Director	December 5, 2003
/s/ Brian F. MacNeill ----- Brian F. MacNeill	Director	December 5, 2003
/s/ Daniel C. Petri ----- Daniel C. Petri	Director	December 5, 2003
/s/ Ronald P. Triffo ----- Ronald P. Triffo	Director	December 5, 2003
/s/ Donald P. Woodley ----- Donald P. Woodley	Director	December 5, 2003

EXHIBIT INDEX

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23.2	Consent of Deloitte & Touche LLP.
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 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 5th day of December, 2003.

By: /s/ Donald J. Puglisi

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Name: Donald J. Puglisi