

SCOTTISH POWER PLC  
Form POS AM  
June 21, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Post Effective Amendment No. 3 to**  
**FORM F-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**SCOTTISH POWER PLC**  
(Exact name of Registrant as specified in its charter)

**Scotland**  
(State or other jurisdiction)

of incorporation or organization)

**Not Applicable**  
(I.R.S. Employer Identification Number)

**1 Atlantic Quay**

**Glasgow G2 8SP, Scotland**

**Tel. No.: +44 141 248 8200**  
(Address and telephone number of

Registrant's principal executive offices)

**Paul Kaufman**

**Scottish Power Finance (US), Inc.**

**1125 NW Couch, Suite 700**

**Portland, Oregon 97209, U.S.A.**

**SCOTTISH POWER FINANCE (US), INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

of incorporation or organization)

**11-3729412**  
(I.R.S. Employer Identification Number)

**1125 NW Couch, Suite 700**

**Portland, Oregon 97209, U.S.A.**

**Tel. No.: (503) 796-7000**  
(Address and telephone number of

Registrant's principal executive offices)

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**Tel. No.: (503) 796-7000**

(Name, address and telephone number of agent for service)

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*Please send copies of all communications to:*

**Michael S. Immordino**

**Latham & Watkins**

**99 Bishopsgate**

**London EC2M 3XF**

**United Kingdom**

**+44 20-7710-1000**

Approximate date of commencement of proposed sale to the public: **Not applicable**

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

On October 29, 2004, Scottish Power plc and Scottish Power Finance (US), Inc. filed a registration statement on Form F-3 (Registration No. 333-120112), as amended by Amendment No. 1, filed on December 23, 2004, and Amendment No. 2, filed on February 22, 2005, relating to the registration of up to \$4 billion aggregate principal amount of any combination of guaranteed debt securities issued by Scottish Power Finance (US), Inc. or senior debt securities, subordinated debt securities, preference shares or ordinary shares issued by Scottish Power plc. On March 21, 2005, Scottish Power plc issued three series of guaranteed debt securities: (i) 4.910% notes due 2010 in the aggregate principal amount of \$550 million; (ii) 5.375% notes due 2015 in the aggregate principal amount of \$600 million; and (iii) 5.810% notes due 2025 in the aggregate principal amount of \$350 million pursuant to the registration statement.

Scottish Power plc and Scottish Power Finance (US), Inc. are filing this post-effective Amendment No. 3 to remove from registration the \$2.5 billion aggregate principal amount of guaranteed debt securities, senior debt securities, subordinated debt securities, preference shares and ordinary shares that remain unsold under the registration statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Scottish Power plc certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Glasgow, Scotland on June 21, 2007.

SCOTTISH POWER PLC  
(Registrant)

By /s/ SHEELAGH DUFFIELD  
Name: Sheelagh Duffield  
Title: Company Secretary

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 June 21, 2007.

**Signature**

By /s/ JOSE IGNACIO SANCHEZ GALAN  
Name: José Ignacio Sánchez Galán

**Title**

Chairman of the Board

By /s/ JOSE LUIS DEL VALLE DOBLADO  
Name: José Luís del Valle Doblado

Chief Executive Officer and Director

(Principal Executive Officer)

By /s/ ROBERT ARTHUR BENNS  
Name: Robert Arthur Bennis

Head of Finance

(Principal Financial Officer)

By /s/ JOSE MIGUEL ALCOLEA CANTOS  
Name: José Miguel Alcolea Cantos

Director

By /s/ FERNANDO BECKER ZUAZUA  
Name: Fernando Becker Zuazua

Director

By /s/ JOSE SAINZ ARMADA  
Name: José Sainz Armada

Director

By /s/ JOSE LUIS SAN PEDRO GUERENABARRENA  
Name: José Luís San Pedro Guerenabarrena

Director

By /s/ DONALD J. PUGLISI  
Name: Donald J. Puglisi, Managing Director

Authorized U.S. Representative

On behalf of Puglisi & Associates

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Pursuant to the requirements of the Securities Act of 1933, Scottish Power Finance (US), Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Portland, Oregon on June 21, 2007.

SCOTTISH POWER FINANCE (US), INC.  
(Registrant)

By /s/ PAUL J. KAUFMAN  
Name: Paul J. Kaufman  
Title: Secretary

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 June 21, 2007.

**Signature**

By /s/ TERRY HUDGENS  
Name: Terry Hudgens

**Title**

President, Chief Executive Officer and Director

(Principal Executive Officer)

By /s/ ADRIAN COATS  
Name: Adrian Coats

Treasurer

(Principal Financial Officer)

By /s/ SHEELAGH DUFFIELD  
Name: Sheelagh Duffield

Director

By /s/ RICHARD ITO  
Name: Richard Ito

Director

By /s/ PAUL J. KAUFMAN  
Name: Paul Kaufman

Director