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ALLTEL CORP  
Form 8-A12B  
May 01, 2002

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

ALLTEL Corporation  
(Exact name of Registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

34-0868285  
(IRS Employer identification No.)

One Allied Drive, Little Rock, Arkansas 72202  
(501) 905-8000  
(Address, including zip code, and telephone number, including area code, of  
Registrant's 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 numbers to which this Form relates:  
No. 333-85142

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 so Registered
Corporate Units	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 description of the Registrant's corporate units to be registered  
hereunder is incorporated herein by reference to the description included under  
the caption "Description of the Equity Units," "Description of the Purchase  
Contracts," "Certain Provisions of the Purchase Contract Agreement and the  
Pledge Agreement" and "Description of the Notes" in the preliminary prospectus

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supplement, dated April 25, 2002, to the prospectus dated April 10, 2002, and filed on April 29, 2002 pursuant to Rule 424(b)(5) as a part of the registration statement on Form S-3 of ALLTEL Corporation and (Registration No. 333-85142), (as the same may be amended from time to time, the "Registration Statement"). For purposes of such description, any prospectus supplement relating to the Registration Statement filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which purports to describe the corporate units shall be deemed to be incorporated herein by reference.

### ITEM 2. EXHIBITS

1. Registration Statement on Form S-3 (Registration No. 333-85142) filed with the Securities and Exchange Commission on March 28, 2002 by ALLTEL Corporation, is incorporated herein by reference.
2. Indenture between the ALLTEL Corporation and J.P. Morgan Trust Company, National Association, as successor to Ameritrust Company National Association, Trustee, dated as of January 1, 1987 (incorporated by reference to ALLTEL Corporation's Form S-3 Registration Statement, No. 33-10808, filed on December 16, 1986).
3. Form of Tenth Supplemental Indenture to be entered into between ALLTEL Corporation and J.P. Morgan Trust Company, National Association, as Trustee, in connection with the issuance of the Notes which are a component of the corporate units (incorporated herein by reference to Exhibit 4.2 to ALLTEL Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 1, 2002).
4. Form of Note (incorporated herein by reference to Exhibit 4.3 to ALLTEL Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 1, 2002).
5. Form of Purchase Contract Agreement to be entered into between ALLTEL Corporation and J.P. Morgan Trust Company, National Association, as Purchase Contract Agent (incorporated herein by reference to Exhibit 4.4 to ALLTEL Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 1, 2002).
6. Form of Corporate Units certificate (incorporated herein by reference to Exhibit 4.5 to ALLTEL Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 1, 2002).
7. Form of Pledge Agreement to be entered into among ALLTEL Corporation, Wachovia Bank, National Association, as Collateral Agent, and J.P. Morgan Trust Company, National Association, as Purchase Contract Agent.\*

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8. Form of Remarketing Agreement to be entered into among ALLTEL Corporation, J.P. Morgan Trust Company, National Association, as Purchase Contract Agent, and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Remarketing Agent.\*

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\* To be filed by amendment

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SIGNATURE

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, thereunto duly authorized.

ALLTEL Corporation

Date: April 30, 2002

By: /s/ Francis X. Frantz

\_\_\_\_\_  
Name: Francis X. Frantz

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Title: Executive Vice President  
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