

JOHN HANCOCK PREFERRED EQUITY
Form 8-A12B/A
August 22, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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

John Hancock Preferred Income Fund
(formerly John Hancock Preferred Equity Income Fund)
(Exact Name of Registrant as Specified in Its Charter)

Massachusetts

73-307501

(State of Incorporation or Organization)

(I.R.S. Employer Identification Number)

101 Huntington Avenue, Boston, MA

02199

(Address of Principal Executive Offices)

(Zip Code)

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. [X]

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 number to which this form relates: File No. _____

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 Registered

Common Shares of Beneficial Interest,
No Par Value

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: None.

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the Registrant's common shares to be registered is incorporated by reference to the description under the heading "Description of Shares" in the Registrant's Preliminary Prospectus dated August 22, 2002, which forms part of Amendment No.2 to the Registrant's Registration Statement on Form N-2 (File No. 333-91324; 811-21131) as electronically filed with the Securities and Exchange Commission on August 22, 2002, which is incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the instructions as to Exhibits, no exhibits are filed herewith or incorporated by reference.

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, thereto duly authorized.

Date: August 22, 2002

John Hancock Preferred Income Fund

(Registrant)

By: /s/ Maureen R. Ford

(Signature)

Maureen R. Ford

Its: Chairman, President and Chief Executive Officer
