

SCOTTISH POWER PLC  
Form 6-K  
December 14, 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 December

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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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FORM 6-K: TABLE OF CONTENTS

I. Notification by Scottish Power plc, dated December 14, 2006, of Rule 8.1 - Scottish Power plc

FORM 8.1

**DEALINGS BY OFFERORS, OFFEREE COMPANIES OR THEIR ASSOCIATES  
FOR THEMSELVES OR FOR DISCRETIONARY CLIENTS  
(Rules 8.1(a) and (b) (i) of the Takeover Code)**

**1. KEY INFORMATION**

<b>Name of person dealing (Note 1)</b>	See attached schedule
<b>Company dealt in</b>	Scottish Power plc
<b>Class of relevant security to which the dealings being disclosed relate (Note 2)</b>	Ordinary Shares of 42p
<b>Date of dealing</b>	See attached schedule

**2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE**

**(a) Interests and short positions (following dealing) in the class of relevant security dealt in (Note 3)**

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	Long		Short
	Number	(%)	Number
(1) Relevant securities	N/A	N/A	N/A
(2) Derivatives (other than options)	N/A	N/A	N/A
(3) Options and agreements to purchase/sell	N/A	N/A	N/A
<b>Total</b>	See attached schedule		See attached schedule

(b) Interests and short positions in relevant securities of the company, other than the class dealt in (Note 3)

Class of relevant security:	Long		Short
	Number	(%)	Number
(1) Relevant securities	N/A	N/A	N/A
(2) Derivatives (other than options)	N/A	N/A	N/A
(3) Options and agreements to purchase/sell	N/A	N/A	N/A
<b>Total</b>	N/A	N/A	N/A

(c) Rights to subscribe (Note 3)

Class of relevant security:	Details
Ordinary Shares of 42p each	See attached schedule

3. DEALINGS (Note 4)

(a) Purchases and sales

Purchase/sale	Number of securities	Price per unit (Note 4)
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See attached schedule

See attached schedule

See attached schedule

**(b) Derivatives transactions (other than options)**

Product name, e.g. CFD	Long/short (Note 6)	Number of securities (Note 7)	Price per unit (Note 8)
N/A	N/A	N/A	N/A

**(c) Options transactions in respect of existing securities**

**(i) Writing, selling, purchasing or varying**

Product name, e.g. call option	Writing, selling, purchasing, varying etc.	Number of securities to which the option relates (Note 7)	Exercise price	Type, e.g. American, European etc.	Expiry date
N/A	N/A	N/A	N/A	N/A	N/A

**(ii) Exercising**

Product name, e.g. call option	Number of securities	Exercise price per unit
N/A	N/A	N/A

**(d) Other dealings (including new securities) (Note 4)**

Nature of transaction (Note 8)	Details	Price per unit (if applicable)
N/A	N/A	N/A

**4. OTHER INFORMATION**

**Agreements, arrangements or understandings relating to options or derivatives**

Full details of any agreement, arrangement or understanding between the person disclosing and any to the voting rights of any relevant securities under any option referred to on this form or related rights or future acquisition or disposal of any relevant securities to which any derivative referred. If none, this should be stated.

None

**Is a Supplemental Form 8 attached? (Note 9)** **NO**

**Date of disclosure** 14 December 2006

**Contact name** Rhona Gregg

**Telephone number** 0141 566 4733

**Name of offeree/offeror with which associated** Scottish Power plc

**Specify category and nature of associate status (Note 10)** Category 3 - subsidiary directors  
Power Group

Notes

The Notes on Form 8.1 can be viewed on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)

**Schedule**

**ScottishPower Employee Share Ownership Plan**

Scottish Power plc ("the Company") announces that on 11 December 2006, the

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following subsidiary directors, purchased Partnership Shares and were awarded Matching Shares under the Inland Revenue approved ScottishPower Employee Share Ownership Plan (ESOP). The Shares were purchased/allocated at GBP7.50 per share under the terms of the ESOP. As a result of these awards, the Company was notified today, that the individual interests in the ordinary share capital of Scottish Power plc have increased as shown below.

	Partnership Shares Shares of 42p	Ordinary Matching Shares Shares of 42p	Ordinary	Total Interest 42p each follow *
Adrian Coats	16		6	9,297
Stuart MacDonald	16		6	7,126
David Morrison	16		6	7,123
David Hill	16		6	5,646
Keith Anderson	17		6	11,841
David Wark	16		6	10,128
Stewart Wood	16		6	11,830
Dylan Hughes	7		6	7,052
John Heasley	16		6	6,997
Hugh Finlay	16		6	10,823
Heather Chalmers	16		6	6,244
Peter Brown	16		6	5,972
Sandy Duckett	16		6	4,811
Guy Jefferson	6		6	8,127
James Sutherland	16		6	9,435
Robert Benns	10		6	3,956
Andrew Bird	16		6	3,788
Jim McGowan	16		6	6,897
Roger Seshan	7		6	1,896
Julie Welsh	9		6	937

\*All less than 1% of the issued share capital

### 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: December 14, 2006

By: /s/ Mrs Sheelagh Duffield

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Mrs Sheelagh Duffield  
Company Secretary