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ALLIANT ENERGY CORP
Form S-3MEF
November 14, 2002

As filed with the Securities and Exchange Commission on November 14, 2002
Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

ALLIANT ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

39-1380265
(I.R.S. Employer
Identification No.)

Alliant Energy Corporation
4902 North Biltmore Lane
Madison, Wisconsin 53718-2132
(608) 458-3311

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

with a copy to:

F.J. Buri
Corporate Secretary
Alliant Energy Corporation
4902 North Biltmore Lane
Madison, Wisconsin 53718
(608) 458-3311
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Benjamin F. Garmer, III, Esq.
Foley & Lardner
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 271-2400

Approximate date of commencement of proposed sale to the public: From time
to time after this registration statement becomes effective.

If the 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, other than securities offered only in connection with dividend or interest
reinvestment plans, please 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. 333-26627

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 delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box.

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CALCULATION OF REGISTRATION FEE

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| Title of Each Class of Securities to Be Registered | Amount to Be Registered(1) (2) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Offering P |
|--|--------------------------------|--|-----------------------------|
| Common Stock, \$.01 par value, with attached Common Share Purchase Rights..... | 145,893 shares and rights | \$14.895 | \$2,173,0 |

- =====
- (1) Each share of Alliant Energy Corporation Common Stock has attached thereto one Common Share
 - (2) Pursuant to Rule 462(b) under the Securities Act of 1933, the amount of shares of Common Stock Purchase Rights being registered represents 20% of the 729,468 shares of Common Stock and all Purchase Rights registered by Alliant Energy Corporation under Registration Statement No. 333-26627 a
 - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) 1933, based on the average of the high and low prices of the Common Stock of Alliant Energy the New York Stock Exchange on November 12, 2002. The value attributable to the Rights is re Common Stock.
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EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933. The contents of the Registration Statement on Form S-3 (Registration No. 333-26627) filed by Alliant Energy Corporation (formerly known as WPL Holdings, Inc.) on May 7, 1997 and thereafter declared effective by the Securities and Exchange Commission are incorporated herein by reference.

Alliant Energy Corporation's audited financial statements incorporated by reference from Alliant Energy Corporation's Annual Report on Form 10-K for the year ended December 31, 2001 have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are included in this Registration Statement in reliance upon the authority of said firm as experts in giving said report. Arthur Andersen LLP has not consented to the incorporation by reference of its report in this Registration Statement, and Alliant Energy Corporation has dispensed with the requirement to file such consent in reliance upon Rule 437a of the Securities Act of 1933. The absence of such consent may limit recovery by investors on certain claims. In particular, because Arthur Andersen LLP has not consented to the incorporation by reference of its report in this Registration Statement, investors will not be able to recover against Arthur Andersen LLP under Section 11 of the Securities Act of 1933 for any untrue statements of a material fact contained in the financial statements audited by Arthur Andersen LLP or any omissions to state a material fact required to be stated therein.

On June 12, 2002, Alliant Energy Corporation's board of directors, based on the recommendation of its audit committee, dismissed Arthur Andersen LLP as Alliant Energy Corporation's independent accountants and engaged Deloitte & Touche LLP as its independent public accountants for 2002. The decision to change independent public accountants was not the result of any disagreement with Arthur Andersen on matters of accounting principles or practices, financial statement disclosure or auditing scope or procedures.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of Wisconsin, on November 14, 2002.

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ALLIANT ENERGY CORPORATION

By: /s/ Erroll B. Davis, Jr.

 Erroll B. Davis, Jr.
 Chairman, President and Chief
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|---|--|-------------------|
| /s/ Erroll B. Davis, Jr. ----- Erroll B. Davis, Jr. | Chairman, President and Chief Executive Officer and Director (Principal Executive Officer) | November 14, 2002 |
| /s/ Thomas M. Walker ----- Thomas M. Walker | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | November 14, 2002 |
| /s/ John E. Kratchmer ----- John E. Kratchmer | Vice President-Corporate Controller and Chief Accounting Officer (Principal Accounting Officer) | November 14, 2002 |
| * ----- Alan B. Arends | Director | November 14, 2002 |
| * ----- Jack B. Evans | Director | November 14, 2002 |
| * ----- Joyce L. Hanes | Director | November 14, 2002 |
| * ----- Lee Liu | Director | November 14, 2002 |
| * ----- Katharine C. Lyall | Director | November 14, 2002 |
| * ----- Singleton B. McAllister | Director | November 14, 2002 |
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| * ----- David A. Perdue | Director | November 14, 2002 |
| * ----- | Director | November 14, 2002 |

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Judith D. Pyle

*

Director

November 14, 2002

Robert W. Schlutz

*

Director

November 14, 2002

Wayne H. Stoppelmoor

*

Director

November 14, 2002

Anthony R. Weiler

*By: /s/ Erroll B. Davis, Jr.

Erroll B. Davis, Jr.
Attorney-in-fact

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EXHIBIT INDEX

| Exhibit Number | Document Description |
|-------------------|--|
| (5) | Opinion of Foley & Lardner (including consent of counsel). |
| (23.1) | Consent of Foley & Lardner (filed as part of Exhibit (5)). |
| (23.2) | Consent of Arthur Andersen LLP (omitted pursuant to Rule 437a promulgated under the Securities Act of 1933). |
| (24) | Powers of attorney. |

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