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WISCONSIN ENERGY CORP
Form POS EX
March 20, 2003

As filed with the Securities and Exchange Commission on March 20, 2003

Registration No. 333-69592
333-69592-01

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
Filed Pursuant to Rule 462(d)
to
FORM S-3
REGISTRATION STATEMENT
Under
The Securities Act of 1933

WISCONSIN ENERGY CORPORATION
(Exact name of Registrant
as specified in its charter)

WEC CAPITAL TRUST II
(Exact name of Registrant as
specified in its Trust Agreement)

WISCONSIN
(State or other jurisdiction of
incorporation or organization)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

39-1391525
(I.R.S. Employer Identification No.)

39-6707888
(I.R.S. Employer Identification No.)

231 West Michigan Street
P. O. Box 2949
Milwaukee, Wisconsin 53201
(414) 221-2345
(Address, including zip code, and
telephone number, including area
code, of Registrant's principal
executive offices)

c/o Wisconsin Energy Corporation
231 West Michigan Street
P. O. Box 2949
Milwaukee, Wisconsin 53201
(414) 221-2345
(Address, including zip code, and
telephone number, including area
code, of Registrant's principal
executive offices)

Jeffrey West
Treasurer
Wisconsin Energy Corporation
231 West Michigan Street
Milwaukee, Wisconsin 53201
(414) 221-2345
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Bruce C. Davidson
Quarles & Brady LLP
411 East Wisconsin Avenue

Gary W. Wolf
Cahill Gordon & Reindel
80 Pine Street

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Milwaukee, Wisconsin 53202
(414) 277-5000

New York, New York 10005
(212) 701-3600

Approximate date of commencement of proposed sale to the public: At such time, or from time to time, after the effective date of this registration statement as the registrant shall determine, in light of market conditions and other factors.

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

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-69592 and 333-69592-01) is filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to the Registration Statement.

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PART II - INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The following exhibits are filed with this Post-Effective Amendment to the Registration Statement:

| Exhibit Number ----- | Description ----- |
|----------------------------|--|
| 1.4 | Underwriting Agreement, dated as of March 17, 2003, between Wisconsin Energy Corporation (the "Company") and Salomon Smith Barney Inc., BNP Paribas Securities Corp. and SG Cowen Securities Corporation, relating to \$200,000,000 aggregate principal amount of Wisconsin Energy Corporation 6.20% Senior Notes due April 1, 2033. |

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- 4.12 Securities Resolution No. 4 of the Company, dated as of March 17, 2003, under the Indenture for Debt Securities, dated as of March 15, 1999, between the Company and Bank One Trust Company, National Association (successor to The First National Bank of Chicago), as Trustee.
- 5.3 Opinion of Quarles & Brady LLP
- 23.4 Consent of Quarles & Brady LLP (included in Exhibit 5.3)
- 23.5 Consent of Deloitte & Touche LLP

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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 post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on March 19, 2003.

WISCONSIN ENERGY CORPORATION

By: /s/ PAUL DONOVAN

Paul Donovan, Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities indicated on March 19, 2003.

Signature and Title

/s/ RICHARD A. ABDOO*

Richard A. Abdo, Chairman of the Board,
President and Chief Executive Officer
(Principal Executive Officer and Director)

/s/ BARBARA L. BOWLES*

Barbara L. Bowles, Director

/s/ PAUL DONOVAN

Paul Donovan, Executive Vice President
and Chief Financial Officer
(Principal Financial Officer)

/s/ ROBERT A. CORNOG*

Robert A. Cornog, Director

/s/ STEPHEN P. DICKSON*

Stephen P. Dickson, Controller
(Principal Accounting Officer)

/s/ WILLIE D. DAVIS*

Willie D. Davis, Director

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/s/ JOHN F. AHEARNE*

/s/ RICHARD R. GRIGG*

John F. Ahearne, Director

Richard R. Grigg, Director

John F. Bergstrom, Director

Ulice Payne, Jr., Director

/s/ PAUL DONOVAN

/s/ FREDERICK P. STRATTON, JR.*

*By:-----

Paul Donovan
Attorney-in-Fact

Frederick P. Stratton, Jr., Director

/s/ GEORGE E. WARDEBERG*

George E. Wardeberg, Director

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, WEC Capital Trust II 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 post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on March 19, 2003.

WEC Capital Trust II
(Registrant)

By: Wisconsin Energy Corporation,
as Depositor

By:/s/ PAUL DONOVAN

Paul Donovan
Executive Vice President and
Chief Financial Officer

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