

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

WPS Resources Corporation

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of incorporation or
organization)

39-1775292
(I.R.S. Employer
Identification No.)

700 North Adams Street
P. O. Box 19001
Green Bay, Wisconsin 54307-9001
(Address of principal executive offices)

WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan

(Full title of the plan)

Larry L. Weyers
Chairman, President, and Chief Executive Officer
WPS Resources Corporation
700 North Adams Street
P. O. Box 19001
Green Bay, Wisconsin 54307-9001
(920) 433-1727

(Name and address, and telephone number, including
area code, of agent for service)

Copy to:

Russell E. Ryba
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-5367
(414) 297-5668

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock	1,600,000	\$57.7250	\$92,360,000	\$10,870.77
Common Stock Purchase Rights	1,600,000	(3)	(3)	(3)

- (1) Pursuant to Rule 416 under the Securities Act of 1933, in the event of a stock split, stock dividend, or similar transaction involving the Common Stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover additional shares.
- (2) Estimated, pursuant to and in accordance with Rule 457(c), solely for the purpose of computing the registration fee based on the average of the low and high prices as reported on the New York Stock Exchange on August 23, 2005, which date was within five business days of the date of this filing.
- (3) The Common Stock Purchase Rights are attached to and traded with the shares of Common Stock being registered. The value attributable to the Common Stock Purchase Rights, if any, is reflected in the value attributable to the Common Stock.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document or documents containing the information specified in Part I are not required to be filed with the Securities and Exchange Commission (the "Commission") as part of this Form S-8 Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents have been previously filed by WPS Resources Corporation ("WPS Resources") with the Commission and are incorporated herein by reference:

- (a) Annual Report on Form 10-K of WPS Resources and Wisconsin Public Service Corporation for the year ended December 31, 2004 (filed with the Commission on March 9, 2005) as updated by Current Report on Form 8-K dated August 25, 2005 (filed with the Commission on August 26, 2005).
- (b) Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (filed with the Commission on May 5, 2005) as updated by Current Report on Form 8-K dated August 25, 2005 (filed with the Commission on August 26, 2005).
- (c) Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (filed with the Commission on August 4, 2005).
- (d) Current Report on Form 8-K dated February 9, 2005 (filed with the Commission on February 15, 2005).
- (e) Current Report on Form 8-K dated May 19, 2005 (filed with the Commission on May 20, 2005).
- (f) Current Report on Form 8-K dated May 19, 2005 (filed with the Commission on May 25, 2005).
- (g) Current Report on Form 8-K dated June 2, 2005 (filed with the Commission on June 8, 2005).
- (h) Current Report on Form 8-K dated August 25, 2005 (filed with the Commission on August 26, 2005).
- (i) Description of Common Stock of WPS Resources contained in the Registration Statement on Form 8-B, filed June 1, 1994 with the

Commission, and any amendments or reports filed for the purpose of updating such description.

- (j) Description of Common Stock Purchase Rights contained in Registration Statement on Form 8-A, filed on December 13, 1996 with the Commission, and any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by WPS Resources pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of filing of this Registration Statement and prior to such time as WPS Resources files a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Pursuant to the Wisconsin Business Corporation Law and Article VI of the by-laws of the registrant, directors and officers of the registrant are entitled to mandatory indemnification from us against certain liabilities and expenses to the extent such officers or directors are successful on the merits or otherwise in connection with a proceeding, unless it is determined that the director or officer breached or failed to perform his or her duties to the registrant and such breach or failure constituted: (a) a willful failure to deal fairly with the registrant or its shareholders in connection with a matter in which the director or officer had a material conflict of interest; (b) a violation of the criminal law unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (c) a transaction from which the director or officer derived an improper personal profit (unless such profit is immaterial under the circumstances); or (d) willful misconduct. It should also be noted that the Wisconsin Business Corporation Law specifically states that it is the policy of Wisconsin to require or permit indemnification in connection with a proceeding involving securities regulation to the extent required or permitted as described above. Additionally, under the Wisconsin Business Corporation Law, directors of the registrant are not subject to personal liability to the registrant, its shareholders or any person asserting rights on behalf of the registrant or its shareholders for certain breaches or failures to perform any duty resulting solely from their status as directors or officers except in circumstances paralleling those in subparagraphs (a) through (d) outlined above.

The indemnification provided by the Wisconsin Business Corporation Law and our by-laws is not exclusive of any other rights to which a director or officer may be entitled. The general effect of the foregoing provisions may be to reduce the circumstances under which

an officer or director may be required to bear the economic burden of the foregoing liabilities and expenses.

The indemnification described above may be broad enough to cover liabilities under the Securities Act of 1933. The registrant has purchased insurance permitted by the Wisconsin Business Corporation Law on behalf of its officers and directors which may cover liabilities under the Securities Act of 1933.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

The following exhibits have been filed (except where otherwise indicated) as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Exhibit</u>
4	WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to Quarterly Report on Form 10-Q for the period ended June 30, 2005, filed August 4, 2005 [File No. 1-11337]).
5	Opinion of Foley & Lardner LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Foley & Lardner LLP (contained in Exhibit 5).
24	Powers of Attorney (certain filed herewith and others contained in the signature pages hereto).

ITEM 9. UNDERTAKINGS.

a. The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(b) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was

registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(c) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

b. The undersigned registrant hereby undertakes, that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

c. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Green Bay, and State of Wisconsin, on this 26th day of August, 2005.

WPS RESOURCES CORPORATION

By: /s/ Larry L. Weyers
Larry L. Weyers
*Chairman, President and
Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this the Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below constitutes and appoints Larry L. Weyers, Joseph P. O'Leary and Barth J. Wolf, and each of them individually, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Name</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Larry L. Weyers</u> Larry L. Weyers	Chairman, President, Chief Executive Officer (Principal Executive Officer) and Director	August 26, 2005
<u>/s/ Joseph P. O'Leary</u> Joseph P. O'Leary	Senior Vice President - Finance and Chief Financial Officer (Principal Financial Officer)	August 26, 2005
<u>/s/ Diane L. Ford</u> Diane L. Ford	Vice President - Controller and Chief Accounting Officer (Principal Accounting Officer)	August 26, 2005

Albert J. Budney, Jr.*	Director	August 26, 2005
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Richard A. Bemis*	Director	August 26, 2005
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Ellen Carnahan*	Director	August 26, 2005
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Robert C. Gallagher*	Director	August 26, 2005
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Kathryn M. Hasselblad-Pascale*	Director	August 26, 2005
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James L. Kemerling*	Director	August 26, 2005
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John C. Meng*	Director	August 26, 2005
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*By: <u>/s/ L. L. Weyers</u> L. L. Weyers	Attorney-in-Fact	August 26, 2005
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* Each of the above signatures is affixed as of August 26, 2005. Respective Powers of Attorney are filed herewith.

EXHIBIT INDEX

Form S-8 Registration Statement for
WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan

<u>Exhibit No.</u>	<u>Exhibit</u>
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5	Opinion of Foley & Lardner LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Foley & Lardner LLP (contained in Exhibit 5).
24	Powers of Attorney (certain filed herewith and others contained in the signature pages of the Registration Statement).



August 26, 2005

CLIENT/MATTER NUMBER
083697-0101

WPS Resources Corporation
700 North Adams Street
Green Bay, WI 54307-9001

Ladies and Gentlemen:

We have acted as counsel for WPS Resources Corporation (the "Company"), a Wisconsin corporation, in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 1,600,000 shares of the Company's Common Stock, par value \$1.00 per share (the "Common Stock"), with attached common stock purchase rights ("Rights") that may be issued pursuant to the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan (the "Plan"). The Common Stock with attached Rights is sometimes referred to herein collectively as the "Securities". The terms of the Rights are as set forth in that certain Rights Agreement, dated as of December 12, 1996, as amended, by and between the Company and American Stock Transfer & Trust Company as successor rights agent to U.S. Bank National Association and Firststar Trust Company (the "Rights Agreement").

In connection with our representation, we have examined: (a) the Plan; (b) the Registration Statement; (c) the Restated Articles of Incorporation and Bylaws of the Company, as amended to date; (d) resolutions of the Board of Directors of the Company relating to the Plan; (e) the Rights Agreement; and (f) such other documents and records as we have deemed necessary to enable us to render this opinion. In all such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates, and instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. We have, among other things, relied upon certificates of public officials and, as to various factual matters, certificates of officers of the Company.

Based upon and subject to the foregoing, and assuming that (a) the Registration Statement and any amendments thereto (including post-effective amendments) will have become effective and comply with all applicable laws; (b) the Registration Statement will be effective and will comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement; and (c) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement, we are of the opinion that:

1. The Company is a corporation validly existing under the laws of the State of Wisconsin.

2. The shares of Common Stock covered by the Registration Statement, when issued and paid for pursuant to the terms and conditions of the Plan, and as contemplated in the Registration Statement, will be validly issued, fully paid and nonassessable, except with respect to wage claims of, or other debts owing to, employees of the Company for services performed, but not exceeding six months' service in any one case, as provided in Section 180.0622(2)(b) of the Wisconsin Business Corporation Law.

3. The Rights attached to the shares of Common Stock when issued pursuant to the terms of the Rights Agreement will be validly issued.

We consent to the use of this opinion as an exhibit to the Registration Statement and the references to our firm therein. In giving our consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP

FOLEY & LARDNER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2005 (August 24, 2005, as to the effects of the reclassifications described in Note 4 to the consolidated financial statements), relating to the financial statements and financial statement schedules of WPS Resources Corporation and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of new accounting principles) appearing in the Current Report on Form 8-K under the Securities Exchange Act of 1934 of WPS Resources Corporation dated August 24, 2005. We also consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2005 relating to management's report on the effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of WPS Resources Corporation for the year ended December 31, 2004.

/s/ Deloitte & Touche LLP

Milwaukee, Wisconsin
August 24, 2005

POWER OF ATTORNEY

WHEREAS, WPS RESOURCES CORPORATION, a Wisconsin corporation (hereinafter referred to as "WPSR") will file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, Form S-8 Registration Statement for the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan and

WHEREAS, the undersigned is a Director of WPSR;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Larry L. Weyers, Joseph P. O'Leary and Barth J. Wolf or any one of them, as attorney, with full power to act for the undersigned and in the name, place and stead of the undersigned, to sign the name of the undersigned as Director to said Registration Statement on Form S-8 and any and all amendments to said statements, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ R. A. Bemis
Richard A. Bemis
Director

POWER OF ATTORNEY

WHEREAS, WPS RESOURCES CORPORATION, a Wisconsin corporation (hereinafter referred to as "WPSR") will file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, Form S-8 Registration Statement for the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan and

WHEREAS, the undersigned is a Director of WPSR;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Larry L. Weyers, Joseph P. O'Leary and Barth J. Wolf or any one of them, as attorney, with full power to act for the undersigned and in the name, place and stead of the undersigned, to sign the name of the undersigned as Director to said Registration Statement on Form S-8 and any and all amendments to said statements, hereby ratifying and confirming all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ Albert Budney, Jr.
Albert Budney, Jr.
Director

POWER OF ATTORNEY

WHEREAS, WPS RESOURCES CORPORATION, a Wisconsin corporation (hereinafter referred to as "WPSR") will file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, Form S-8 Registration Statement for the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan and

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IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ Ellen Carnahan
Ellen Carnahan
Director

POWER OF ATTORNEY

WHEREAS, WPS RESOURCES CORPORATION, a Wisconsin corporation (hereinafter referred to as "WPSR") will file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, Form S-8 Registration Statement for the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan and

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IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ Robert C. Gallagher
Robert C. Gallagher
Director

POWER OF ATTORNEY

WHEREAS, WPS RESOURCES CORPORATION, a Wisconsin corporation (hereinafter referred to as "WPSR") will file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, Form S-8 Registration Statement for the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan and

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IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ Kathryn M. Hasselblad-Pascale
Kathryn M. Hasselblad-Pascale
Director

POWER OF ATTORNEY

WHEREAS, WPS RESOURCES CORPORATION, a Wisconsin corporation (hereinafter referred to as "WPSR") will file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, Form S-8 Registration Statement for the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan and

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IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ James L. Kemerling
James L. Kemerling
Director

POWER OF ATTORNEY

WHEREAS, WPS RESOURCES CORPORATION, a Wisconsin corporation (hereinafter referred to as "WPSR") will file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, Form S-8 Registration Statement for the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan and

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IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ J. C. Meng
John C. Meng
Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ Wm. Protz, Jr.
William F. Protz, Jr.
Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this document this 1st day of August, 2005.

/s/ Larry L. Weyers
Larry L. Weyers
Director