

FPL GROUP INC
Form 4
February 20, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAY LEWIS III

(Last) (First) (Middle)

FPL GROUP, INC., 700 UNIVERSE BOULEVARD

(Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FPL GROUP INC [FPL]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO / Chairman/CEO of Sub

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/15/2007 | | F ⁽¹⁾ | | 18,416 | D | \$ 59.05 |
| Common Stock | 02/15/2007 | | A ⁽³⁾ | | 46,905 | A | \$ 0 (11) |
| Common Stock | 02/15/2007 | | A ⁽⁴⁾ | | 100,185 | A | \$ 0 (11) |
| Common Stock | 02/15/2007 | | F ⁽⁵⁾ | | 36,518 | D | \$ 59.05 |
| Common Stock | | | | | 123,211 | I | |
| | | | | | | | By Hay Family Limited |

| | | | | |
|--------------|--|-------|---|---|
| Common Stock | | 2,447 | I | Partnership By Thrift Plans Trust |
|--------------|--|-------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Phantom Shares | (6) | 02/15/2007 | | A | 3,105 | (6) (6) | Common Stock (6) |
| Employee Stock Option (Right to Buy) | \$ 30.86 | | | | | (7) 02/12/2011 | Common Stock 300,000 |
| Employee Stock Option (Right to Buy) | \$ 27.68 | | | | | (7) 09/17/2011 | Common Stock 100,000 |
| Employee Stock Option (Right to Buy) | \$ 26.32 | | | | | (7) 02/11/2012 | Common Stock 150,000 |
| Employee Stock Option (Right to Buy) | \$ 27.56 | | | | | (7) 02/11/2013 | Common Stock 150,000 |
| Employee Stock | \$ 32.46 | | | | | (7) 02/12/2014 | Common Stock 150,000 |

Option
(Right to
Buy)

Employee
Stock

Option \$ 36.95
(Right to
Buy)

(8)

01/03/2015

Common
Stock

100,000

Employee
Stock

Option \$ 41.76
(Right to
Buy)

(9)

02/16/2016

Common
Stock

90,000

Employee
Stock

Option \$ 59.05 02/15/2007
(Right to
Buy)

A

62,531

(10)

02/15/2017

Common
Stock

62,531

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|---------------------|
| | Director | 10% Owner | Officer | Other |
| HAY LEWIS III FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408 | X | | Chairman & CEO | Chairman/CEO of Sub |

Signatures

Alissa E. Ballot
(Attorney-in-Fact) 02/20/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 12, 2004, January 3, 2005 and February 16, 2006.
- (2) Includes 203,655 shares deferred until the reporting person's retirement.
- (3) Restricted stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (4) Shares acquired in settlement of performance share awards (which were not derivative securities) under Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (5) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 15, 2007 in settlement of performance share awards.
- (6) Phantom shares are annually credited to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan in an amount approved on the transaction date by the Issuer's

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Compensation Committee, which amount is determined by dividing an amount equal to (a) certain matching contributions in excess of the limits of the Issuer's Thrift Plan ("Thrift Plan") plus (b) theoretical earnings, by (c) the closing price of the Issuer's common stock on the last business day of the relevant year (\$54.42 in 2006). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.

- (7) Options are currently exercisable.
- (8) Options to buy 66,666 shares are currently exercisable and options to buy 33,334 shares become exercisable on 1/3/2008.
- (9) Options to buy 30,000 shares are currently exercisable and options to buy 30,000 shares become exercisable on each of 02/16/2008 and 02/16/2009.
- (10) Options to buy 20,843 shares become exercisable on 02/15/2008 and options to buy 20,844 shares become exercisable on each of 02/15/2009 and 02/15/2010.
- (11) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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