FPL GROUP INC Form 4 August 29, 2008

FORM 4

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

OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address o DAVIS K MICHA	Symbol		Ticker or Trading	5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer				
		FPL C	ROUP IN	C [FFL]	(Ch	neck all applicable	e)		
(Last) (Fir	st) (M	iddle) 3. Date	of Earliest T	ransaction					
	(Month	Day/Year)		Director	109	6 Owner			
FPL GROUP, INC	PL GROUP, INC., 9250 WEST AGLER STREET (Month/Day/Year) 08/28/2008					rive titleX Oth	ner (specif		
FLAGLER STREE	Т				below) Controller	below) r, CAO / VP/CAO	O of Sub		
(Stre	4. If An	4. If Amendment, Date Original 6. Individual or Joint/Group Filingo							
		Filed(M	onth/Day/Yea	r)	**	Applicable Line) _X_ Form filed by One Reporting Person			
MIAMI, FL 33174					Form filed by Person	y More than One Ro	eporting		
(City) (Sta	(Z	Zip) Ta	ble I - Non-I	Derivative Securities A	acquired, Disposed	of, or Beneficia	lly Owne		
		2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership			
Security (Month	n/Day/Year)	Execution Date, i		ionAcquired (A) or	Securities	Form: Direct	Indirect		

(3)	()	1 abie	: 1 - Non-De	erivative S	securi	ties Acc	quirea, Disposea	oi, or Beneficia	lly Ownea
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. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D))	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
		, ,	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	08/28/2008		A <u>(1)</u>	4,906	A	\$ 0 (2)	54,944 (3)	D	
Common Stock							1,365	I	By Thrift Plans Trust
Common Stock							3,296	I	By Wife

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit.	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		ionNumber Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAVIS K MICHAEL FPL GROUP, INC. 9250 WEST FLAGLER STREET MIAMI, FL 33174

Controller, CAO VP/CAO of Sub

Signatures

Alissa E. Ballot (Attorney-in-Fact) 08/29/2008

**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 grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (2) Not applicable.
- (3) Includes 10,368 shares deferred until the reporting person's retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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