WPS RESOURCES CORP

Form 4

December 22, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Fi obligations may continue.

See Instruction

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 of Reporting Person * NICK BARBARA A			2. Issuer Name and Ticker or Trading Symbol WPS RESOURCES CORP [WPS]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle		3. Date of Earliest Transaction	(Check all applicable)		
700 NORTH ADAMS STREET, P. O. BOX 19001		TREET, P.	(Month/Day/Year) 12/20/2004	Director 10% Owner _X Officer (give title Other (specify below) Vice Pres, Corporate Services		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
GREEN BAY, WI 543079001				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acq	uired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	12/20/2004		A	0.395	A	\$ 49.035	20.312	I	By Custodian For Son by SIP
Common Stock	12/20/2004		A	0.395	A	\$ 49.035	35.312	I	By Daughter by Stock Investment Plan
Common Stock	12/20/2004		A	1.289	A	\$ 49.035	115.143	I	Joint with Spouse by SIP

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Common Stock	15	I	By Custodian For Son			
Common Stock	1,618.3464	I	By ESOP			
Common Stock	3,254.6574	I	By Spouse by ESOP			
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 torDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisals Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Phantom Stock Unit	(1)	12/20/2004		A	23.004	(2)	(2)	Common Stock	23
Employee Stock Option (Right to buy)	\$ 34.09 (3)					12/13/2002	12/13/2011	Common Stock	1
Employee Stock Option (Right to buy)	\$ 37.96 (4)					12/12/2003	12/12/2012	Common Stock	3
Employee Stock Option (Right to buy)	\$ 44.73 (5)					12/10/2004	12/10/2013	Common Stock	4
Employee Stock Option (Right to Buy)	\$ 48.11 (6)					12/08/2005	12/08/2014	Common Stock	6
						12/13/2002	12/13/2011		

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Employee Stock Option (Right to buy)	\$ 34.09 (3)			Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 (4)	12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (5)	12/10/2004	12/10/2013	Common Stock
Performance Rights	\$ 0	01/01/2005(7)	06/30/2005	Common Stock
Performance Rights	\$ 0	01/01/2006(7)	06/30/2006	Common Stock
Performance Rights	\$ 0	01/01/2007(7)	06/30/2007	Common Stock
Performance Rights	\$ 0.0001	01/01/2008(7)	06/30/2008	Common Stock
Performance Rights	\$ 0.0001	01/01/2008(7)	06/30/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address	remainipo					
	Director	10% Owner	Officer	Other		

NICK BARBARA A 700 NORTH ADAMS STREET P. O. BOX 19001

GREEN BAY, WI 543079001

Vice Pres, Corporate Services

Relationships

Signatures

By: Barth J. Wolf (See POA filed August 2002)

**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) These phantom stock units convert to common stock on a one-for-one basis.
- (2) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.

(3) The option vests in four equal annual installments beginning on December 13, 2002.

Reporting Owners 3

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- (4) The option vests in four equal annual installments beginning on December 12, 2003.
- (5) The option vests in four equal annual installments beginning on December 10, 2004.
- (6) The option vests in four equal annual installments beginning on December 8, 2005.
- (7) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

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.