

FPL GROUP INC  
 Form 5  
 January 30, 2003

FORM 5

UNITED STATES SECURITIES AND  
 EXCHANGE COMMISSION

Washington, DC 20549

W Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN  
 BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

W Form 3 Holdings Reported

W Form 4 Transactions Reported

|   |                         |          |   |  |                             |  |  |                          |                       |
|---|-------------------------|----------|---|--|-----------------------------|--|--|--------------------------|-----------------------|
| 1. Name and Address of Reporting Person |                         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol                          |  |                             | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |                          |                       |
| <b>Arnelle, H. Jesse</b>                |                         |          | FPL Group, Inc. (FPL)   |  |                             | <input checked="" type="checkbox"/>  | Director                                     | <input type="checkbox"/> | 10% Owner             |
|   |                         |          |   |  |                             | <input type="checkbox"/>   | Officer (give title below)                   | <input type="checkbox"/> | Other (specify below) |
| (Last)                                  | (First)                 | (Middle) | 3. R.S. Identification Number of Reporting Person, if an entity (Voluntary) |  | 4. Statement for Month/Year | 7. Individual or Joint/Group Reporting (Check Applicable Line)             |  |                          |                       |
|   | <b>400 Urbano Drive</b> |          |   |  | December 31, 2002           |  |  |                          |                       |
| (Street)                                |                         |          | 5. If Amendment, Date of Original (Month/Year)                              |  |                             | <input checked="" type="checkbox"/>  | Form filed by One Reporting Person           |                          |                       |
| <b>San Francisco, CA 94127</b>          |                         |          |   |  |                             | <input type="checkbox"/>   | Form filed by More than One Reporting Person |                          |                       |
| (City)                                  | (State)                 | (Zip)    |   |  |                             |  |  |                          |                       |

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

| 1. Title of Security | 2. Transaction Date<br>(Month/Day/Year) | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) |        |       | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---|---------------------|---|--------|-------|---|---|--|
|                      |   |                     | Amount  | A or D | Price |   |   |  |
|                      |   |                     |   |        |       |   |   |  |

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|              |         |               |          |         |   |     |           |   |  |
|--------------|---------|---------------|----------|---------|---|-----|-----------|---|--|
|              |         | Day/<br>Year) |          |         |   |     |           |   |  |
| Common Stock | 1/02/02 | --            | A<br>(1) | 700     | A | --  |           |   |  |
| Common Stock | (2)     | --            | J        | 101.837 | A | (2) | 3,686.526 | D |  |
|              |         |               |          |         |   |     |           |   |  |
|              |         |               |          |         |   |     |           |   |  |
|              |         |               |          |         |   |     |           |   |  |
|              |         |               |          |         |   |     |           |   |  |
|              |         |               |          |         |   |     |           |   |  |

| FORM 5 (continued)                |  | Table II - Derivative Securities Acquired, Disposed<br>(e.g., puts, calls, warrants, options, convertible securities) |   |                     |   |        |   |                 |  |                            |
|-----------------------------------|--|---|---|---------------------|---|--------|---|-----------------|--|----------------------------|
| 1. Title of Derivative Security   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br><br>(Month/Day/Year)   | 3A. Deemed Execution Date, if any<br><br>(Month/Day/Year) | 4. Transaction Code | 5. Number of Derivative Securities Acquired<br>(A) or Disposed of (D) |        | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities |                            |
|                                   |  |   |   |                     | A   | D      | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |
| Phantom Shares                    | --   | --  | --  | --                  | --  | -<br>- | --  | --              | --   | --                         |
| Phantom Stock Units               | (4)  | (4)   | --  | A                   | 507.0062  |        | (4)   | (4)             | Common Stock                                 | (4)                        |
| Deferred Compensation Stock Units | (6)  | (6)   | --  | A                   | 24.1246   |        | (6)   | (6)             | Common Stock                                 | (6)                        |

Explanation of Responses:

(1)

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Restricted stock grant made pursuant to the FPL Group, Inc. Non-Employee Directors Stock Plan.

- (2) Reinvestment of dividends under FPL Group, Inc. Dividend Reinvestment and Common Share Purchase Plan from 1/01/02 to 12/31/02 at prices ranging from \$46.30 to \$64.91, exempt under Rule 16a-11.
- (3) Phantom Shares credited to an account for the reporting person pursuant to the FPL Group, Inc. Supplemental Pension Plan for Non-Employee Directors established in connection with termination of the FPL Group, Inc. Non-Employee Director Retirement Plan. Amount shown does not include previously reported cash dividends that would be payable on the Phantom Shares if the reporting person was the record holder of the number of shares of FPL Group, Inc. Common Stock equal to the Phantom Shares credited to the reporting person or previously reported interest on such dividends because such dividends and interest are not accounted for in Phantom Shares.
- (4) Phantom Stock Units APPROXIMATE the number of phantom shares of FPL Group Common Stock attributable to phantom units credited to the reporting person's account under the FPL Group, Inc. Deferred Compensation Plan during the period from 1/01/02 through 8/28/02. Compensation deferred under the Plan is deemed to be invested in a number of unfunded theoretical units equal to the number of "units" which would have been credited if the deferred compensation had been invested in FPL Group's company stock fund in its Thrift Plan (the "Stock Fund"). The Stock Fund is accounted for in "units" of a unitized pool of stock and cash, with the value of each "unit" determined by reference to the closing price of FPL Group Common Stock on the New York Stock Exchange on any given date. PHANTOM STOCK UNITS REPORTED ABOVE ARE ESTIMATED based on the number of shares of FPL Group Common Stock in the Stock Fund represented by each "unit" of the Stock Fund on a given date, multiplied by the number of theoretical units credited to the reporting person upon a deferral or held at the end of the period. Accounts are payable only in cash at the end of the deferral period. This filing is not an admission that Phantom Stock Units or the theoretical units of the Stock Fund are derivative securities.
- (5) Differences in holdings on any given date may result from varying percentages of cash and stock held in the Stock Fund on different dates.
- (6) Credited as a "phantom" dividend on balance of phantom stock units in reporting person's account under the Director and Executive Compensation Deferral Plan during the period from 1/01/02 through 8/28/02. Compensation deferred under the Plan and "phantom" dividends thereon are deemed to be invested in theoretical units of common stock equal to the dollar amount deferred divided by the fair market value of one share of FPL Group, Inc. Common Stock. Accounts are payable only in cash at end of deferral period. This filing is not an admission that Deferred Compensation Stock Units are derivative securities.

DENNIS P. COYLE

Signature of Reporting Person

January 27, 2003

Date