Edgar Filing: PINNACLE WEST CAPITAL CORP - Form 4

PINNACLE WEST CAPITAL CORP

Form 4

February 24, 2014

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting HATFIELD JOHN S.	g Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		PINNACLE WEST CAPITAL CORP [PNW]	(Check all applicable)			
(Last) (First) 400 N. 5TH STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2014	Director 10% Owner Officer (give titleX Other (specify below) VP, Communications, APS			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PHOENIX, AZ 85004	(7.)		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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/20/2014		M	298	A	\$ 0 (1)	3,596	D	
Common Stock	02/20/2014		F(2)	101	D	\$ 55.1	3,495	D	
Common Stock	02/20/2014		M	450	A	\$ 0 (1)	3,945	D	
Common Stock	02/20/2014		F(2)	175	D	\$ 55.1	3,770	D	
Common Stock	02/20/2014		M	356	A	\$ 0 (1)	4,126	D	

Edgar Filing: PINNACLE WEST CAPITAL CORP - Form 4

Common Stock	02/20/2014	F(2)	121	D	\$ 55.1	4,005	D
Common Stock	02/20/2014	M	308	A	\$ 0 (1)	4,313	D
Common Stock	02/20/2014	F(2)	105	D	\$ 55.1	4,208	D
Common Stock	02/20/2014	A	140	A	\$ 0 (3)	4,348	D
Common Stock	02/20/2014	F(2)	49	D	\$ 55.1	4,299	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	o ro f Derivative	Expiration I (Month/Day	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	
Restricted Stock Units	<u>(1)</u>	02/20/2014		M	298	<u>(4)</u>	<u>(4)</u>	Common Stock	298	<u>(1)</u>
Restricted Stock Units	<u>(1)</u>	02/20/2014		M	450	<u>(5)</u>	<u>(5)</u>	Common Stock	450	<u>(1)</u>
Restricted Stock Units	<u>(1)</u>	02/20/2014		M	356	<u>(6)</u>	<u>(6)</u>	Common Stock	356	<u>(1)</u>
Restricted Stock Units	(1)	02/20/2014		M	308	<u>(7)</u>	<u>(7)</u>	Common Stock	308	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HATFIELD JOHN S. 400 N. 5TH STREET PHOENIX, AZ 85004

VP, Communications, APS

Signatures

/s/ Diane Wood, Attorney-in-Fact

02/24/2014

**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).
- Each Restricted Stock Unit represents a contingent right to receive the economic equivalent of one share of the Company's common (1) stock. The Restricted Stock Units will be settled, at the reporting person's election, in shares of common stock or 50% in common stock
- (2) Shares retained by the Company for the purpose of meeting tax withholding requirements. The recipient retained all other shares.
- (3) Represents shares of common stock received by the individual in settlement of dividend rights granted in connection with the 2010, 2011, 2012 and 2013 Restricted Stock Unit grants.
- (4) The Restricted Stock Units award was granted and was effective in November 2010, and vests in four equal, annual installments beginning on February 20, 2011.
- (5) The Restricted Stock Units award was granted and was effective in February 2011, and vests in four equal, annual installments beginning on February 20, 2012.
- (6) The Restricted Stock Units award was granted and was effective in February 2012, and vests in four equal, annual installments beginning on February 20, 2013.
- (7) The Restricted Stock Units award was granted and was effective in February 2013, and vests in four equal, annual installments beginning on February 20, 2014.

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.

Reporting Owners 3