

Brown Marcus V
Form 4/A
April 24, 2019

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 Form 5 obligations may continue. See Instruction 1(b).

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 *
Brown Marcus V

(Last) (First) (Middle)

C/O ENTERGY CORPORATION
LEGAL DEPARTMENT, 639
LOYOLA AVENUE, 26TH FLOOR

(Street)

NEW ORLEANS, LA 70113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENTERGY CORP /DE/ [ETR]

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

01/30/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
02/01/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 01/30/2017 ⁽¹⁾ | | F | | \$ 70.61 | 30,054 | D |
| Common Stock | 01/30/2017 ⁽²⁾ | | F | | \$ 70.61 | 29,461 | D |

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

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(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Marcus V C/O ENTERGY CORPORATION LEGAL DEPARTMENT 639 LOYOLA AVENUE, 26TH FLOOR NEW ORLEANS, LA 70113 | | | EVP & General Counsel | |

Signatures

/s/ Daniel T. Falstad by power of attorney 04/24/2019

**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) This amended Form 4 is being filed to set forth a transaction date of Monday, January 30, 2017 for the shares withheld to satisfy tax obligations that arose in connection with the vesting of a grant of restricted stock to the reporting person. The transaction date provided in the original Form 4 was Saturday, January 28, 2017, the date on which the shares of restricted stock vested, triggering the tax withholding. However, pursuant to the terms of Entergy's equity ownership plan (the "Plan"), the number of shares to be withheld for taxes is based on the "Fair Market Value" of Entergy's common stock, which under the terms of the Plan, could not be determined until the close of business on the next succeeding New York Stock Exchange ("NYSE") trading day of January 30, 2017.
- (2) This amended Form 4 is being filed to set forth a transaction date of Monday, January 30, 2017 for the shares withheld to satisfy tax obligations that arose in connection with the vesting of a grant of restricted stock to the reporting person. The transaction date provided in the original Form 4 was Sunday, January 29, 2017, the date on which the shares of restricted stock vested, triggering the tax withholding. However, pursuant to the terms of the Plan the number of shares to be withheld for taxes is based on the "Fair Market Value" of Entergy's common stock, which under the terms of the Plan, could not be determined until the close of business on the next succeeding NYSE trading day of January 30, 2017.

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.