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FPL GROUP INC
Form S-8
February 12, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 12, 2002
REGISTRATION STATEMENT NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FPL GROUP, INC.
(Exact name of registrant as specified in its charter)

FLORIDA
(State or other jurisdiction of
incorporation or organization)

59-2449419
(I.R.S. Employer
Identification No.)

700 UNIVERSE BOULEVARD
JUNO BEACH, FLORIDA 33408
(Address of Principal Executive Office) (Zip Code)

FPL ENERGY OPERATING SERVICES, INC. EMPLOYEE THRIFT PLAN
(Full title of the plan)

DENNIS P. COYLE
GENERAL COUNSEL AND SECRETARY
FPL GROUP, INC.
700 UNIVERSE BOULEVARD
JUNO BEACH, FLORIDA 33408
(561) 694-4000

JEFFREY I. MULLENS, P.A.
STEEL HECTOR & DAVIS LLP
1900 PHILLIPS POINT WEST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6198
(561) 650-7257

ROBERT J. REGER, JR., ESQ.
THELEN REID & PRIEST LLP
40 WEST 57TH STREET
NEW YORK, NEW YORK 10019-4000
(212) 603-2000

(Names and addresses of agents for service)
(Telephone number, including area code, of agents for service)

Copies to:
THOMAS R. MCGUIGAN, P.A.
STEEL HECTOR & DAVIS LLP
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2398
(305) 577-2850

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (5)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
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Common Stock, \$.01 par value	50,000 (2)	\$51.56	\$2,578,000
Preferred Stock Purchase Rights	50,000 (3)		

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended (the "Securities Act"), based upon the average of the high and low sale prices of the Common Stock on February 7, 2002 on the New York Stock Exchange Composite Tape.
- (2) This Registration Statement also relates to such indeterminate number of additional shares of Common Stock of FPL Group, Inc. (the "Registrant") as may be issuable as a result of stock splits, stock dividends, recapitalizations, mergers, reorganizations, combinations or exchange of shares or other similar events.
- (3) The Preferred Share Purchase Rights (the "Rights") are attached to and will trade with the Common Stock. The value attributable to the Rights, if any, is reflected in the market price of the Common Stock.
- (4) Since no separate consideration is paid for the Rights, the registration fee for such securities is included in the registration fee for the Common Stock.
- (5) In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission (the "Commission") in accordance with Section 8(a) of the Securities Act, and Rules 456 and 462 promulgated thereunder.

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This Registration Statement on Form S-8 registers additional securities of the same class as other securities for which a registration statement on Form S-8 relating to the FPL Energy Operating Services, Inc. Employee Thrift Plan (the "Plan", formerly named the FPL Energy Operating Services, Inc. Employees Savings Plan) is effective. Accordingly, pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-79305 registering shares under the Plan, filed with the Commission on May 26, 1999, as amended, are incorporated herein by reference.

Item 8 Exhibits

- 4(a) Bylaws of Registrant as amended February 12, 2001 (filed as Exhibit 3(ii)(a) to Form 10-K for the year ended December 31, 2000, File No. 1-8841).
- 4(b) Amendment to Rights Agreement, dated as of July 30, 2000, between Registrant and EquiServe Trust Company, N.A., as successor to Fleet National Bank (formerly known as The First National Bank of Boston) as the Rights Agent (filed as Exhibit 2 to Form 8-A/A dated July 31, 2000,

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File No. 1-8841).

- 5 Opinion of Steel Hector & Davis LLP.
- 23(a) Consent of Deloitte & Touche LLP.
- 23(b) Consent of Steel Hector & Davis LLP (included in Exhibit 5 to this Registration Statement).
- 24 Power of Attorney (included on signature pages of this Registration Statement).

POWER OF ATTORNEY

Each director and/or officer of the Registrant whose signature appears below hereby appoints the agents for service named in this Registration Statement, and each of them severally, as his attorney-in-fact to sign in his name and on his behalf, in any and all capacities stated below and to file with the Commission any and all amendments, including post-effective amendments, to this Registration Statement, and the Registrant hereby also appoints each such agent for service as its attorney-in-fact with like authority to sign and file any such amendments in its name and on its behalf.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Juno Beach, State of Florida, on this 12th day of February, 2002.

FPL GROUP, INC.

By: /s/ Lewis Hay III

Lewis Hay III
Chairman of the Board, President,
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature -----	Title -----	Date ----
/s/ Lewis Hay III ----- Lewis Hay III	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	February 1
/s/ Moray P. Dewhurst	Vice President, Finance and Chief	February 1

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THE PLAN. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Juno Beach, State of Florida, on this 12th day of February, 2002.

FPL ENERGY OPERATING SERVICES, INC.
EMPLOYEE THRIFT PLAN

By: Employee Benefits Plan Administrative Committee

By: /s/ James K. Peterson

James K. Peterson, Chairman

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EXHIBIT INDEX

EXHIBIT

NO.

- | | |
|-------|---|
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