

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<br><br>Dewhurst, Moray P. |                        |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><br>FPL Group, Inc. (FPL) |  |  | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |                          |
|   |                        |          |   |  |  | <input type="checkbox"/>   | Director                                     | <input type="checkbox"/> |
|   |                        |          |   |  |  | X  | Officer<br>(give title below)                | Other (specify below)    |
| (Last)  | (First)                | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)   |  |  | 4. Statement for Month/Year<br><br>December 31, 2002                       |  |                          |
|   | FPL Group, Inc.        |          |   |  |  | (1)  |  |                          |
|   | 700 Universe Boulevard |          |   |  |  | 7. Individual or Joint/Group Reporting (Check Applicable Line)             |  |                          |
|   | (Street)               |          |   |  |  | X  | Form filed by One Reporting Person           |                          |
|   | Juno Beach, FL 33408   |          |   |  |  |  | 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/ | 3. Deemed Execution Date, if any | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) |        |       | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|--------------------------------|----------------------------------|---------------------|---|--------|-------|--|---|--|
|                      |                                |                                  |                     | Amount  | A or D | Price |  |   |  |

Edgar Filing: FPL GROUP INC - Form 5

|                 | Day/<br>Year) | (Month/<br>Day/<br>Year) |          |       |    |    | at<br>End<br>of<br>Issuer's<br>Fiscal<br>Year |   |                         |
|-----------------|---------------|--------------------------|----------|-------|----|----|---|---|-------------------------|
| Common<br>Stock | --            | --                       | --       | --    | -- | -- | 216.5907                                      | I | By Thrift<br>Plan Trust |
| Common<br>Stock | 2/11/02       | --                       | A<br>(2) | 5,000 | A  | -- |   |   |                         |
| Common<br>Stock | 2/11/02       | --                       | A<br>(3) | 1,745 | A  | -- | 24,742<br>(4)                                 | D |                         |
|                 |               |                          |          |       |    |    |   |   |                         |
|                 |               |                          |          |       |    |    |   |   |                         |
|                 |               |                          |          |       |    |    |   |   |                         |
|                 |               |                          |          |       |    |    |   |   |                         |

| FORM 5 (continued)                            |  |   | Table II - Derivative Securities Acquired, Disposed<br>(e.g., puts, calls, warrants, options, contracts) |                             |  |        |  |                    |   |        |
|---|--|---|--|-----------------------------|--|--------|--|--------------------|---|--------|
| 1. Title of<br>Derivative<br>Security         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 3A. Deemed<br>Execu-<br>tion<br>Date,<br>if any<br><br>(Month/<br>Day/<br>Year)                          | 4. Trans-<br>action<br>Code | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>of (D) |        | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount<br>of Underly-<br>ing Securities |        |
|   |  |   |  |                             | A  | D      | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount |
| Phantom<br>Shares                             | --   | --  | --   | --                          | --   | -<br>- | --   | --                 | --  |        |
| Employee<br>Stock Option<br>(Right to<br>Buy) | --   | --  | --   | --                          | --   | -<br>- | --   | --                 | --  |        |

Edgar Filing: FPL GROUP INC - Form 5

|                                      |         |         |    |   |        |  |     |         |              |
|--------------------------------------|---------|---------|----|---|--------|--|-----|---------|--------------|
| Employee Stock Option (Right to Buy) | \$52.64 | 2/11/02 | -- | A | 50,000 |  | (7) | 2/11/12 | Common Stock |
|                                      |         |         |    |   |        |  |     |         |              |
|                                      |         |         |    |   |        |  |     |         |              |

Explanation of Responses:

(1)

Vice President, Finance and Chief Financial Officer of FPL Group, Inc.; Senior Vice President, Finance and Chief Financial Officer and Director of Florida Power & Light Company (subsidiary of Issuer).

(2) Restricted stock grant made pursuant to the Amended and Restated Long Term Incentive Plan of the Issuer, exempt under Rule 16b-3.

(3) Acquired in settlement of performance share awards (which were not derivative securities) under Amended and Restated Long Term Incentive Plan of Issuer, exempt under Rule 16b-3.

(4) Receipt of 1,745 shares deferred until Mr. Dewhurst's retirement.

(5) Phantom shares credited to a Supplemental Matching Contribution Account for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan. Phantom shares represent the number of phantom shares of FPL Group, Inc. Common Stock credited to the reporting person if the phantom shares had been invested in FPL Group's company stock fund in its Thrift Plan to date. Includes 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. This filing is not an admission that the phantom shares are derivative securities.

(6) On September 17, 2001, the reporting person was granted an Option to purchase 100,000 shares of common stock with an exercise price of \$55.35 per share. The Option (i) vests as to 25,000 shares (on a cumulative basis) on each anniversary of the date of grant beginning on the first anniversary of the date of grant and (ii) expires on September 17, 2011.

(7) The Option shall vest as to 16,667 shares (on a cumulative basis) on each anniversary of the date of grant beginning on the first anniversary of the date of grant.

DENNIS P. COYLE

Signature of Reporting Person

January 27, 2003

Date