

FPL GROUP INC  
Form 4  
January 04, 2006

**FORM 4**

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

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

OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAVIS K MICHAEL

(Last) (First) (Middle)

FPL GROUP, INC., 9250 WEST  
FLAGLER STREET

(Street)

MIAMI, FL 33174

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

FPL GROUP INC [FPL]

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

01/02/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_X\_\_ Other (specify below)  
VP Acctg, Controller, CAO / Controller/CAO  
of Sub

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
|                                       |   |   |                                      | (A)<br>or<br>(D)  | Price<br>\$  |  |   |
| Common<br>Stock                       | 01/02/2006                              |   | F(1)                                 | 349   | D 41.56<br>(5)   | 47,571 (2)   | D   |
| Common<br>Stock                       |   |   |                                      |   |  | 765 (3) (4)  | I By Thrift<br>Plans<br>Trust                                     |
| Common<br>Stock                       |   |   |                                      |   |  | 3,296 (4)  | I By Wife   |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. P<br>Der<br>Sec<br>(Ins |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|--|----------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                            |
| Phantom<br>Shares                                   | (6)  |   |   |                                      |  | (6)  | (6)                | Common<br>Stock   | (6)                                    |                            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 27.56<br>(4)  |   |   |                                      |  | 02/13/2006   | 02/13/2013         | Common<br>Stock   | 5,000<br>(4)                           |                            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 32.46<br>(4)  |   |   |                                      |  | (7)  | 02/12/2014         | Common<br>Stock   | 6,666<br>(4)                           |                            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 36.95<br>(4)  |   |   |                                      |  | (8)  | 01/03/2015         | Common<br>Stock   | 8,000<br>(4)                           |                            |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                                   |
|--|---|
|  | Director 10% Owner Officer Other                |
| DAVIS K MICHAEL<br>FPL GROUP, INC.<br>9250 WEST FLAGLER STREET | VP Acctg, Controller, CAO Controller/CAO of Sub |

MIAMI, FL 33174

## Signatures

Alissa E. Ballot  
(Attorney-in-Fact)

01/04/2006

\_\_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) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted 01/03/2005.
- Reflects the March 15, 2005 two-for-one split of Issuer's common stock (the "Stock Split"), which resulted in the acquisition by the
- (2) reporting person of 23,960 shares of Issuer common stock (including 5,184 shares deferred until the reporting person's retirement). Includes a total of 10,368 shares deferred until reporting person's retirement.
- (3) As of December 29, 2005.
- (4) Adjusted to reflect Stock Split.
- (5) Closing price of Issuer's common stock on the NYSE on December 30, 2005, the last trading date prior to the reported transaction, which is Fair Market Value under the Issuer's Amended and Restated Long Term Incentive Plan.
- Phantom shares are annually credited to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan in an amount determined by dividing an amount equal to (a)
- (6) certain matching contributions in excess of the limits of the Issuer's Thrift Plan ("Thrift Plan") plus (b) theoretical earnings thereon, by (c) the closing price of the Issuer's common stock on December 31 of the relevant year. The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (7) Options to buy 3,332 shares become exercisable on 02/12/2006 and options to buy 3,334 shares become exercisable on 02/12/2007.
- (8) Options to buy 2,668 shares are currently exercisable and options to buy 2,666 shares become exercisable on each of 1/3/2007 and 1/3/2008.

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.