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STALL JOHN A Form 4 February 18, 2003

> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

W Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

	1. Name and Address of		2. Issuer Name <b>and</b> Ticker or Trading Symbol						6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	Reporting Person		FPL Group, Inc. (FPL)						Di	rector		10% Owner		
	Stall, John A	A.								fficer (give title low)	X	Other (specify below)		
(Last)	(First) (Mi FPL Group, Inc. 700 Universe Boulevard		Malle Nr.S. Identi	4.	4. Statement for			(1)						
			Reporting Person, if an entity (voluntary)			Month/Day/Year February 13, 2003			7. Individual or Joint/Group Filing (Check Applicable Line)					
	(Street)					5. If Amendment, Date of Original (Month/Day/Year			Form filed by One Reporting Person					
	Juno Beach, FL 33408					(Mondin Day) Tear								
(Cit	y) (State)	) (State) (Zip)								Form filed by More than One Reporting Person				
		Secu	ırities Acqı	uired, l	Dispo	risposed of, or Beneficially Owned								
			Pate Deemed Code Execution			(A) or Disposed (D)			l	5. Amount of Securities Beneficially	6. Ownersh	7. ership Nature of		
		(Mon Day/ Year)	th/Date, if any (Month/ Day/ Year)	Code	V	Amount	A or D	Pric		Owned Following Reported Transaction(s)	Dire (D) or	ect Beneficial		
										1,032.2969	I			

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Common Stock							By Thrift Plans Trust
Common Stock	2/13/03	 A (2)	5,000	A			
Common Stock	2/13/03	 A (3)	1,731	A	 28,504	D	
	+	$\vdash$		$\vdash$			
	+	$\vdash$		$\vdash$			

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conver										
1. Title of Derivative Security	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		5. Number of Derivativ Securities Acquired (A) or Disposed of (D)		S	tion Date	7. Title and Amount of Underlying Securities		
				Code	V	A	D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	(5)	2/13/03		A		102		(5)	(5)	Common Stock	(5)	
Employee Stock Option (Right to Buy)					_ _		_ _					
Employee Stock Option (Right to Buy)	\$55.12	2/13/03		A		25,000		(7)	2/13/13	Common Stock	25,000	

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## Explanation of Responses:

**(1)** 

Director and Senior Vice President, Nuclear Division, 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 5.579 shares deferred until Mr. Stall'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 during fiscal year 2002 based on share prices ranging from \$46.30 to \$64.91. Amount shown constitutes the difference between the balance at 12/31/02 and the balance at 12/31/01. 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 February 11, 2002, the reporting person was granted an Option to purchase 25,000 shares of common stock with an exercise price of \$52.64 per share. The Option (i) vests as to 8,334 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 February 11, 2012.

**(7)** 

The Option shall vest as to 8,334 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 February 14, 2003

Signature of Reporting Person Date