

HAY LEWIS III
Form 4
February 17, 2009

FORM 4

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

OMB APPROVAL

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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 *
HAY LEWIS III

(Last) (First) (Middle)

FPL GROUP, INC., 700 UNIVERSE BOULEVARD

(Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FPL GROUP INC [FPL]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO / Chairman of Sub

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/13/2009 | | A ⁽¹⁾ | | 60,908 | A | \$ 0 (13) |
| Common Stock | 02/13/2009 | | A ⁽³⁾ | | 94,139 | A | \$ 0 (13) |
| Common Stock | 02/13/2009 | | F ⁽⁴⁾ | | 34,313 | D | \$ 50.91 |
| Common Stock | 02/13/2009 | | A ⁽⁵⁾ | | 23,706 | A | \$ 0 (13) |
| Common Stock | 02/13/2009 | | F ⁽⁶⁾ | | 8,640 | D | \$ 50.91 |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|----------|------------------------|---|-----------------------------------|
| Common Stock | 02/17/2009 | | F ⁽⁷⁾ | 18,156 | D | \$ 50.91 | 426,596 ⁽²⁾ | D | |
| Common Stock | | | | | | | 174,730 | I | By Hay Family Limited Partnership |
| Common Stock | | | | | | | 62,500 ⁽¹⁴⁾ | I | By grantor retained annuity trust |
| Common Stock | | | | | | | 2,978 | I | By Thrift Plans Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Phantom Shares | ⁽⁸⁾ | 02/13/2009 | | A | 3,329 | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | ⁽⁸⁾ |
| Employee Stock Option (Right to Buy) | \$ 30.86 | | | | | ⁽⁹⁾ | 02/12/2011 | Common Stock | 300,00 |
| Employee Stock Option (Right to Buy) | \$ 27.68 | | | | | ⁽⁹⁾ | 09/17/2011 | Common Stock | 100,00 |
| Employee Stock Option (Right to Buy) | \$ 26.32 | | | | | ⁽⁹⁾ | 02/11/2012 | Common Stock | 150,00 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|---------|-------------|------------|--------------|---------|
| Employee Stock Option (Right to Buy) | \$ 27.56 | | | | <u>(9)</u> | 02/11/2013 | Common Stock | 150,000 |
| Employee Stock Option (Right to Buy) | \$ 32.46 | | | | <u>(9)</u> | 02/12/2014 | Common Stock | 150,000 |
| Employee Stock Option (Right to Buy) | \$ 36.95 | | | | <u>(9)</u> | 01/03/2015 | Common Stock | 100,000 |
| Employee Stock Option (Right to Buy) | \$ 41.76 | | | | <u>(9)</u> | 02/16/2016 | Common Stock | 90,000 |
| Employee Stock Option (Right to Buy) | \$ 59.05 | | | | <u>(10)</u> | 02/15/2017 | Common Stock | 62,531 |
| Employee Stock Option (Right to Buy) | \$ 64.69 | | | | <u>(11)</u> | 02/15/2018 | Common Stock | 75,590 |
| Employee Stock Option (Right to Buy) | \$ 50.91 | 02/13/2009 | A | 110,245 | <u>(12)</u> | 02/13/2019 | Common Stock | 110,245 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-----------------|
| | Director | 10% Owner | Officer | Other |
| HAY LEWIS III FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408 | X | | Chairman & CEO | Chairman of Sub |

Signatures

Alissa E. Ballot
(Attorney-in-Fact)

02/17/2009

__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 grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (2) Includes 203,655 shares deferred until the reporting person's retirement.
- (3) Shares acquired in settlement of performance share awards (which were not derivative securities) under Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (4) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 13, 2009 in settlement of performance share awards.
- (5) Stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (6) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 13, 2009 as set forth in footnote 5 above.
- (7) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 16, 2006, February 15, 2007 and February 15, 2008.

Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan ("SERP") in an amount approved on the transaction date by the Issuer's Compensation Committee, which amount is determined by dividing an amount equal to (a) certain matching contributions in excess of the limits of the Issuer's Thrift Plan ("Thrift Plan") plus (b) theoretical earnings, by (c) the closing price of the Issuer's common stock on the last business day of the relevant year (\$50.33 in 2008). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (8) Options are currently exercisable.
- (9) Options to buy 41,687 shares are currently exercisable and options to buy 20,844 shares become exercisable on 02/15/2010.
- (10) Options to buy 25,198 shares are currently exercisable and options to buy 25,199 shares become exercisable on each of 02/15/2010 and 02/15/2011.
- (11) Options to buy 36,749 shares become exercisable on 02/15/2010 and options to buy 36,748 shares become exercisable on each of 02/15/2011 and 02/15/2012.
- (12) Not applicable.
- (13) These shares were previously reported as directly beneficially owned jointly with the reporting person's spouse, but were contributed to a grantor retained annuity trust on January 22, 2009.
- (14)

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