

Poppell James W
Form 4
February 17, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Poppell James W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

FPL GROUP, INC., 700 UNIVERSE BLVD.

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

___ Director ___ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)
Ex VP, Human Resources / Ex VP, Human Resources of Sub

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

JUNO BEACH, FL 33408

__X__ Form filed by One Reporting Person
___ 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/13/2009 | | A ⁽¹⁾ | 4,938 A \$ 0 ⁽⁹⁾ | 8,091 | D | |
| Common Stock | 02/13/2009 | | A ⁽²⁾ | 580 A \$ 0 ⁽⁹⁾ | 8,671 | D | |
| Common Stock | 02/13/2009 | | F ⁽³⁾ | 185 D \$ 50.91 | 8,486 | D | |
| Common Stock | 02/13/2009 | | A ⁽⁴⁾ | 961 A \$ 0 ⁽⁹⁾ | 9,447 | D | |
| Common Stock | 02/13/2009 | | F ⁽⁵⁾ | 254 D \$ 50.91 | 9,193 | D | |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-----|---|----------|-------|---|-----------------------|
| Common Stock | 02/17/2009 | | F ⁽⁶⁾ | 361 | D | \$ 50.91 | 8,832 | D | |
| Common Stock | | | | | | | 1,772 | I | By Thrift Plans Trust |

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

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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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Phantom Shares | <u>(7)</u> | 02/13/2009 | | A | 66 | <u>(7)</u> <u>(7)</u> | Common Stock | <u>(7)</u> |
| Employee Stock Option (Right to Buy) | \$ 50.91 | 02/13/2009 | | A | 9,260 | <u>(8)</u> 02/13/2019 | Common Stock | 9,260 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Poppell James W
FPL GROUP, INC.
700 UNIVERSE BLVD.
JUNO BEACH, FL 33408

Ex VP, Human Resources Ex VP, Human Resources 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) 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.
- (3) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 13, 2009 in settlement of performance share awards.
- (4) Stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (5) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 13, 2009 as set forth in footnote 4 above.
- (6) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted 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.
- (7) Options to buy 3,086 shares become exercisable on 02/15/2010 and options to buy 3,087 shares become exercisable on each of 02/15/2011 and 02/15/2012.
- (8) Not applicable.
- (9) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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