

HAY LEWIS III
Form 4
February 21, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HAY LEWIS III

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 BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2006

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

(Street)
JUNO BEACH, FL 33408

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/16/2006		A ⁽¹⁾	V Amount (A) or (D) Price \$ 0 ₍₁₁₎	242,303 ⁽²⁾	D	
Common Stock	02/16/2006		A ⁽³⁾	V Amount (A) or (D) Price \$ 0 ₍₁₁₎	411,384 ⁽⁴⁾	D	
Common Stock					132,606	I	By Hay Family Limited Partnership
Common Stock					2,145 ⁽⁵⁾	I	By Thrift Plans Trust

Edgar Filing: HAY LEWIS III - Form 4

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.

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 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 or Number of Shares
Phantom Shares	(6)	02/16/2006		A	3,201	(6)	(6)	Common Stock	(6)
Employee Stock Option (Right to Buy)	\$ 30.86					(7)	02/12/2011	Common Stock	300,000
Employee Stock Option (Right to Buy)	\$ 27.68					(7)	09/17/2011	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 26.32					(7)	02/11/2012	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 27.56					(7)	02/11/2013	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 32.46					(8)	02/12/2014	Common Stock	150,000
Employee Stock	\$ 36.95					(9)	01/03/2015	Common Stock	100,000

Option
(Right to
Buy)

Employee
Stock

Option (Right to Buy)	\$ 41.76	02/16/2006		A	90,000	<u>(10)</u>	02/16/2016	Common Stock	90,000
-----------------------------	----------	------------	--	---	--------	-------------	------------	-----------------	--------

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		President, CEO and Chairman	Chairman/CEO of Sub

Signatures

Alissa E. Ballot (Attorney-in-Fact)	02/21/2006
<u> </u> 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 34,574 shares deferred until the reporting person's retirement.
- (3) Reporting person deferred until his retirement receipt of these 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) Includes 203,655 shares deferred until the reporting person's retirement.
- (5) As of February 15, 2006.
- (6) 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 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 (\$41.56 in 2005). 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 are currently exercisable.
- (8) Options to buy 100,000 shares are currently exercisable and options to buy 50,000 shares become exercisable on 2/12/2007.
- (9) Options to buy 33,334 shares are currently exercisable, options to buy 33,332 shares become exercisable on 1/3/2007 and options to buy 33,334 shares become exercisable on 1/3/2008.
- (10) Options to buy 30,000 shares become exercisable on each of 02/16/2007, 02/16/2008 and 02/16/2009.
- (11) 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.

Edgar Filing: HAY LEWIS III - Form 4

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.