

DEWHURST MORAY P  
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 \*  
DEWHURST MORAY P

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  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
 Other (specify below)  
VP of Finance/CFO / Dir/SVP Finance/CFO 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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2006		A <sup>(1)</sup>		18,000	A	\$ 0 (11)
Common Stock	02/16/2006		A <sup>(3)</sup>		46,853	A	\$ 0 (11)
Common Stock	02/16/2006		F <sup>(4)</sup>		17,078	D	\$ 41.76
Common Stock							1,405 <sup>(5)</sup>
	02/16/2006		A <sup>(12)</sup>		23,946	A	23,946

By Thrift Plans Trust

Edgar Filing: DEWHURST MORAY P - Form 4

Common Stock \$ 0 By Rabbi Trust  
(11)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(6)	02/16/2006		A	1,079		(6)	(6)	Common Stock	(6)
Employee Stock Option (Right to Buy)	\$ 27.68						(7)	09/17/2011	Common Stock	200,000
Employee Stock Option (Right to Buy)	\$ 26.32						(7)	02/11/2012	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 27.56						(7)	02/13/2013	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 32.46						(8)	02/12/2014	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 36.95						(9)	01/03/2015	Common Stock	60,000

Buy)

Employee

Stock

Option	\$ 41.76	02/16/2006		A	50,000	<u>(10)</u>	02/16/2016	Common Stock	50,000
--------	----------	------------	--	---	--------	-------------	------------	-----------------	--------

(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEWHURST MORAY P FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408			VP of Finance/CFO	Dir/SVP Finance/CFO of Sub

## Signatures

Alissa E. Ballot  
(Attorney-in-fact) 02/21/2006

  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 grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (2) Includes a total of 21,602 shares deferred until 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 16, 2006 in settlement of performance share awards.
- (5) As of February 15, 2006.  
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.
- (6)
- (7) Options are currently exercisable.
- (8) Options to buy 66,666 shares are currently exercisable and options to buy 33,334 shares become exercisable on 2/12/2007.
- (9) Options to buy 20,000 shares are currently exercisable and options to buy 20,000 shares become exercisable on each of 1/3/2007 and 1/3/2008.
- (10) Options to buy 16,667 shares become exercisable on each of 02/16/2007 and 02/16/2008 and options to buy 16,666 shares become exercisable on 02/16/2009.
- (11) Not applicable.
- (12) Deferred stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3. Deferred shares will be held by Trustee of grantor trust in which reporting person will have a pecuniary interest only.

## Edgar Filing: DEWHURST MORAY P - Form 4

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.