

FPL GROUP INC
 Form 4
 January 03, 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 Reporting Person Zarb, Frank G. | 2. Issuer Name and Ticker or Trading Symbol FPL Group, Inc. (FPL) | 6. Relationship of Reporting Person to Issuer (Check all applicable) | | |
| | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | <input type="checkbox"/> Other (specify below) |
| (Last) (First) (Middle) Frank Zarb Associates, LLC 65 East 55th Street, 29th Floor | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year January 2, 2003 | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| (Street) New York, NY 10022 | | 5. If Amendment, Date of Original (Month/Day/Year) | <input checked="" type="checkbox"/> | Form filed by One Reporting Person |
| (City) (State) (Zip) | | | <input type="checkbox"/> | Form filed by More than One Reporting Person |

Table I— Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | | 4. Securities Acquired (A) or Disposed of (D) A or D | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) | 7. |
|----------------------|---|---|---------------------|---|--------|---|--|---|----|
| | | | Code | V | Amount | | | | |
| | | | | | | | | | |

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| | | | | | | | | | |
|--------------|---------|----|----------|--|-----|---|----|-------|---|
| Common Stock | 1/02/03 | -- | A (1) | | 700 | A | -- | 2,900 | D |
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| FORM 4 (continued) | | Table II - Derivative Securities Acquired, Disposed of, or Exercised (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | |
|---------------------------------|--|--|---|---------------------|---|--|---|------------------|-----------------|--|----------------------------|--|--|---------------------------------|
| 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 Derivative Securities Acquired (A) or Disposed of (D) | | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities | | 8. Price of Derivative Security |
| | | | | Code | V | A | D | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
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Explanation of Responses:

(1)

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Restricted stock grant made pursuant to the FPL Group, Inc. Non-Employee Directors Stock Plan.

DENNIS P. COYLE

Signature of Reporting
Person

January 3, 2003

Date