NEXTERA ENERGY INC
Form 4
February 16, 2016

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Caplan Deborah H

(Last) (First) (Middle)

C/O NEXTERA ENERGY, INC., 700 UNIVERSE BLVD.

(Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NEXTERA ENERGY INC [NEE]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, HR & Corp Services

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 02/12/2016 | | A(1) | | 1,583 | A | $ 0 | 15,832 | D | |
| Common Stock | 02/12/2016 | | A(2) | | 4,168 | A | $ 0 | 20,000 | D | |
| Common Stock | 02/12/2016 | | F(3) | | 1,139 | D | $ 111.67 | 18,861 | D | |
| Common Stock | 02/15/2016 | | F(4) | | 436 | D | $ 111.67 | 18,425 | D | |
| Common Stock | | | | | | | | 2,366 | I | By Retirement Savings |

Plan Trust

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

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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) | | 8 D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Shares | (5) | 02/12/2016 | | A | | 326 | | (5) | (5) | Common Stock | (5) | |
| Employee Stock Option (Right to Buy) | $ 111.67 | 02/12/2016 | | A | | 9,542 | | (6) | 02/12/2026 | Common Stock | 9,542 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Caplan Deborah H<br>C/O NEXTERA ENERGY, INC.<br>700 UNIVERSE BLVD.<br>JUNO BEACH, FL 33408 | | | EVP, HR & Corp Services | |

# Signatures

| | |
|---|---|
| W. Scott Seeley<br>(Attorney-in-Fact) | 02/16/2016 |
| **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 2011 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 12, 2016 in settlement of performance share awards.

**(4)** Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 15, 2013, February 14, 2014 and February 13, 2015.

**(5)** Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the NextEra Energy, 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 Retirement Savings Plan plus (b) theoretical earnings, by the closing price of the Issuer's common stock on the last business day of the relevant year ($103.89 in 2015). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.

**(6)** Options to buy 3,180 shares become exercisable on 02/15/2017 and 3,181 shares become exercisable on each of 02/15/2018 and 02/15/2019.

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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