

HAY LEWIS III  
Form 4  
February 21, 2006

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAY LEWIS III

(Last) (First) (Middle)

FPL GROUP, INC., 700 UNIVERSE  
BOULEVARD

(Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

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

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

02/16/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title ☒ Other (specify  
below) below)

President, CEO and Chairman /  
Chairman/CEO of Sub

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/16/2006                              |                                                             | A <sup>(1)</sup>                        | 67,000                                                                  | A \$ 0<br>(11)                                                                                                     | 242,303 <sup>(2)</sup>                                                  | D                                                                 |
| Common<br>Stock                       | 02/16/2006                              |                                                             | A <sup>(3)</sup>                        | 169,081<br><sup>(3)</sup>                                               | A \$ 0<br>(11)                                                                                                     | 411,384 <sup>(4)</sup>                                                  | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 132,606                                                                 | I<br>By Hay<br>Family<br>Limited<br>Partnership                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 2,145 <sup>(5)</sup>                                                    | I<br>By Thrift<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Phantom<br>Shares                                   | <u>(6)</u>                                                            | 02/16/2006                              |                                                             | A                                       |                                                                                                              | 3,201                                                          |     | <u>(6)</u>                                                          | <u>(6)</u>         | Common<br>Stock | <u>(6)</u>                       |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 30.86                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(7)</u>                                                          | 02/12/2011         | Common<br>Stock | 300,000                          |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 27.68                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(7)</u>                                                          | 09/17/2011         | Common<br>Stock | 100,000                          |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 26.32                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(7)</u>                                                          | 02/11/2012         | Common<br>Stock | 150,000                          |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 27.56                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(7)</u>                                                          | 02/11/2013         | Common<br>Stock | 150,000                          |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 32.46                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(8)</u>                                                          | 02/12/2014         | Common<br>Stock | 150,000                          |
| Employee<br>Stock                                   | \$ 36.95                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(9)</u>                                                          | 01/03/2015         | Common<br>Stock | 100,000                          |

Option  
(Right to  
Buy)

Employee  
Stock

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

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                             |                     |
|------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|---------------------|
|                                                                                    | Director      | 10% Owner | Officer                     | Other               |
| HAY LEWIS III<br>FPL GROUP, INC.<br>700 UNIVERSE BOULEVARD<br>JUNO BEACH, FL 33408 | X             |           | President, CEO and Chairman | Chairman/CEO 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 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.