

DEWHURST MORAY P
Form 4
August 18, 2009

FORM 4

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

OMB APPROVAL

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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

(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)
08/17/2009

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 below) _____ Other (specify below)
Vice Chairman & Chief of Staff

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 08/17/2009 | | A ⁽¹⁾ | 22,905 A \$ 0 (2) | 169,027 | D | |
| Common Stock | 08/17/2009 | | A ⁽³⁾ | 25,219 A \$ 0 (2) | 194,246 (4) | D | |
| Common Stock | | | | | 2,065 | I | By Thrift Plans Trust |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 |
| Employee Stock Option (Right to Buy) | \$ 26.32 | | | | | (5) 02/11/2012 | | Common Stock | 100,000 |
| Employee Stock Option (Right to Buy) | \$ 27.56 | | | | | (5) 02/13/2013 | | Common Stock | 100,000 |
| Employee Stock Option (Right to Buy) | \$ 32.46 | | | | | (5) 02/12/2014 | | Common Stock | 100,000 |
| Employee Stock Option (Right to Buy) | \$ 36.95 | | | | | (5) 01/03/2015 | | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 41.76 | | | | | (5) 02/16/2016 | | Common Stock | 46,028 |
| Employee Stock Option (Right to Buy) | \$ 59.05 | | | | | (5) 02/15/2017 | | Common Stock | 24,762 |
| Employee Stock | \$ 64.69 | | | | | (5) 02/15/2018 | | Common Stock | 6,898 |

Option
(Right to
Buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 56.42 | 08/17/2009 | A | 60,046 | <u>(6)</u> | 05/15/2019 | Common Stock | 60,046 |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|

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

Vice Chairman & Chief of Staff

Signatures

Alissa E. Ballot
(Attorney-in-fact)

08/18/2009

 **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) Not applicable.
- (3) Deferred stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3. Issuance of shares deferred in accordance with terms of grant.
- (4) Includes 25,219 shares whose receipt is deferred pursuant to the deferred stock grant referenced in footnote (3) above.
- (5) Options are currently exercisable.
- (6) Options to buy 21,016 shares become exercisable on 05/15/2010, options to buy 23,418 shares become exercisable on May 15, 2011 and options to buy 15,612 shares become exercisable on May 15, 2012.

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.