

STALL JOHN A
Form 4
July 12, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STALL JOHN A

(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)

07/11/2005

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 ____X____ Other (specify
below) below)

Dir/SVP Nuclear Div of Sub

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)
Common Stock	07/11/2005		S ⁽¹⁾	V Amount (A) or (D) Price 2,000 D \$ 43.31	86,568 ⁽²⁾ ⁽⁹⁾	D	
Common Stock	07/11/2005		S ⁽¹⁾	1,100 D \$ 43.32	85,468 ⁽⁹⁾	D	
Common Stock	07/11/2005		S ⁽¹⁾	1,600 D \$ 43.34	83,868 ⁽⁹⁾	D	
Common Stock	07/11/2005		S ⁽¹⁾	2,100 D \$ 43.35	81,768 ⁽⁹⁾	D	
Common Stock	07/11/2005		S ⁽¹⁾	800 D \$ 43.36	80,968 ⁽⁹⁾	D	

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Common Stock	07/11/2005	S ⁽¹⁾	1,900	D	\$ 43.37	79,068 ⁽⁹⁾	D	
Common Stock	07/11/2005	S ⁽¹⁾	1,300	D	\$ 43.38	77,768 ⁽⁹⁾	D	
Common Stock	07/11/2005	S ⁽¹⁾	1,200	D	\$ 43.39	76,568 ⁽⁹⁾	D	
Common Stock	07/11/2005	S ⁽¹⁾	3,000	D	\$ 43.4	73,568 ⁽⁹⁾	D	
Common Stock	07/11/2005	S ⁽¹⁾	200	D	\$ 43.43	73,368 ⁽⁹⁾	D	
Common Stock	07/11/2005	S ⁽¹⁾	500	D	\$ 43.47	72,868 ⁽⁹⁾	D	
Common Stock	07/11/2005	S ⁽¹⁾	300	D	\$ 43.52	72,568 ⁽⁹⁾	D	
Common Stock						2,957 ⁽⁶⁾	I	By Thrift Plans Trust

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

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(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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	(3)					(3)	(3)	Common Stock	(3)	
Employee Stock Option (Right to	\$ 26.32 (6)					(4)	02/11/2012	Common Stock	50,000 (6)	

Buy)

Employee

Stock

Option

(Right to

Buy)

\$ 27.56

(6)(5)

02/13/2013

Common
Stock50,000
(6)

Employee

Stock

Option

(Right to

Buy)

\$ 32.46

(6)(7)

02/12/2014

Common
Stock50,000
(6)

Employee

Stock

Option

(Right to

Buy)

\$ 36.95

(6)(8)

01/03/2015

Common
Stock30,000
(6)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STALL JOHN A
FPL GROUP, INC.
700 UNIVERSE BOULEVARD
JUNO BEACH, FL 33408

Dir/SVP Nuclear Div of Sub

Signatures

Edward F. Tancer
(Attorney-in-fact)

07/12/2005

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 11, 2005.
- (2) Reflects the March 15, 2005 two-for-one split of the Issuer's common stock (the "Stock Split"), which resulted in the acquisition by the reporting person of 44,284 shares of Issuer common stock (including 11,838 shares deferred until the reporting person's retirement).
Phantom shares previously credited to a Supplemental Matching Contribution Account for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan. Phantom shares represent the number of phantom shares of the Issuer's common stock credited to the reporting person if the phantom shares had been invested in the Issuer's company stock fund in its Thrift Plan to date.
- (3) Includes an annual credit for cash dividends that would be payable to the record holder of the number of shares of Issuer common stock equal to the Phantom Shares on a market value basis. Shares of phantom stock are payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries. This filing is not an admission that the phantom shares are derivative securities.
- (4) The options are fully vested and currently exercisable.
- (5) 33,334 of the options are fully vested and currently exercisable, and 16,666 will vest and become exercisable on February 13, 2006. These amounts are adjusted to reflect the Stock Split.

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- (6) Adjusted to reflect the Stock Split.
- (7) 16,668 of the options are fully vested and currently exercisable and 16,666 will vest and become exercisable on each of February 12, 2006 and February 12, 2007. These amounts are adjusted to reflect the Stock Split.
- (8) 10,000 of the options will vest and become exercisable on each of January 3, 2006, January 3, 2007 and January 3, 2008. These amounts are adjusted to reflect the Stock Split.
- (9) Includes 23,676 shares (reflecting the Stock Split) deferred until the reporting person's retirement.

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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