

FPL GROUP INC  
Form 4  
February 19, 2008

**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 \*  
**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)  
**02/15/2008**

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)  
Chairman & CEO / 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 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	(D)	Price
Common Stock	02/15/2008		F <sup>(1)</sup>		19,584	D	\$ 64.69
Common Stock	02/15/2008		A <sup>(3)</sup>		51,694	A	\$ 0 (12)
Common Stock	02/15/2008		A <sup>(4)</sup>		94,093	A	\$ 0 (12)
Common Stock	02/15/2008		F <sup>(5)</sup>		34,297	D	\$ 64.69
Common Stock							186,340
						I	By Hay Family Limited

Common Stock	2,684	I	Partnership By Thrift Plans Trust
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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(6)	02/15/2008		A		2,776		(6)	(6)	Common Stock	(6)
Phantom Shares	(7)	02/15/2008		A		2,508		(7)	(7)	Common Stock	(7)
Employee Stock Option (Right to Buy)	\$ 30.86							(8)	02/12/2011	Common Stock	300,000
Employee Stock Option (Right to Buy)	\$ 27.68							(8)	09/17/2011	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 26.32							(8)	02/11/2012	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 27.56							(8)	02/11/2013	Common Stock	150,000



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- (3) Restricted stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (4) 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.
- (5) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 15, 2008 in settlement of performance share awards.  
Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, 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 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 (\$67.78 in 2007). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (6) A special supplemental credit of phantom shares approved by the Issuer's Compensation Committee and credited to the SMCA for the reporting person in the SERP in an amount approved on the transaction date by the Issuer's Compensation Committee pursuant to a SERP supplement adopted on such date. 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 30,000 shares are currently exercisable and options to buy 30,000 shares become exercisable on each of 02/16/2008 and 02/16/2009.
- (9) Options to buy 20,843 shares are currently exercisable and options to buy 20,844 shares become exercisable on each of 02/15/2009 and 02/15/2010.
- (10) Options to buy 25,198 shares become exercisable on 02/15/2009 and options to buy 25,199 shares become exercisable on each of 02/15/2010 and 02/15/2011.
- (11) Not applicable.
- (12) Not applicable.

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