

MROCZKOWSKI GERALD L
 Form 4
 March 24, 2003
 SEC Form 4

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| <p>FORM 4</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> |
| <p>1. Name and Address of Reporting Person*</p> <p>Mroczkowski, Gerald Leo</p> <hr/> <p>(Last) (First) (Middle) 700 North Adams Street P. O. Box 19001</p> <hr/> <p>(Street) Green Bay, WI 54307-001</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>WPS Resources Corporation WPS</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Chief Exec Officer, WPS Pwr Development Inc. a subsidiary</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for Month/Day/Year</p> <p>March 20, 2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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 Price A/D | | | |
| Common Stock | 03/20/2003 | | R | 1.2730 A \$39.4025 | 95.0556 | I | By Stock Investment Plan |
| Common Stock | | | | | 4,352.0666 | I | By ESOP |
| | | | | | | | |

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.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v). (over) SEC 1474 (9-02)

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| <p>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</p> |
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| 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 and Voluntary Code (Instr.8) (V) Code (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
|--|--|--------------------------------------|--|---|---|--|---|---|---|---|---|
| Phantom Stock Unit | 1-for-1 | 03/20/2003 | | R | (A) 35.7483 | Varies (1) Varies (1) | Common Stock - 35.7483 | \$39.3900 | 3,110.8111 | D | |
| Employee Stock Option (Right to buy) | \$29.8750 | | | | | 02/11/2000 (2) 02/11/2009 | Common Stock - 12,000.0000 | | 12,000.0000 | D | |
| Employee Stock Option (Right to buy) | \$34.7500 | | | | | 12/14/2001 (3) 12/14/2010 | Common Stock - 4,068.0000 | | 4,068.0000 | D | |
| Employee Stock Option (Right to buy) | \$34.0900 | | | | | 12/13/2002 (4) 12/13/2011 | Common Stock - 13,364.0000 | | 13,364.0000 | D | |
| Employee Stock Option (Right to buy) | \$37.9600 | | | | | 12/12/2003 (5) 12/12/2012 | Common Stock - 13,660.0000 | | 13,660.0000 | D | |
| Performance Rights | 1-for-1 | | | | | Varies (6) Varies (6) | Common Stock - 4,389.0000 | | 4,389.0000 | D | |

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Barth J. Wolf (See POA filed August 2002) 03-24-2003

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Power of Attorney

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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.

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**FOOTNOTE Descriptions for WPS Resources Corporation
WPS**

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**Gerald Leo Mroczkowski
700 North Adams Street
P. O. Box 19001
Green Bay, WI 54307-001**

Explanation of responses:

(1) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination as director.