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FPL GROUP INC
Form 8-A12B
June 07, 2002

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FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

FPL GROUP, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|--------------------------------------|
| Florida | 1-8841 | 59-2449419 |
| (State of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

700 Universe Boulevard
Juno Beach, Florida 33408
(561) 694-4000
(Address of principal executive offices, including zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

| | |
|---|--|
| Title of each class to be so registered | Name of each exchange on which each class is to be so registered |
| ----- | ----- |
| 8% Corporate Units | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statements file numbers to which this form relates: 333-75482, 333-75482-01, 333-85218 and 333-85218-01.

Securities to be registered pursuant to Section 12(g) of the Act: None

The Commission is respectfully requested to send copies of all notices, orders and communications to:

Jeffrey I. Mullens, P.A.

Robert J. Reger, Jr., Esq.

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Steel Hector & Davis LLP
1900 Phillips Point West
777 South Flagler Drive
West Palm Beach, Florida 33401
(561) 650-7257

Thelen Reid & Priest LLP
40 West 57th Street
New York, New York 10019
(212) 603-2000

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby are the Corporate Units of FPL Group, Inc., a Florida corporation (the "Company").

For a description of the Corporate Units, reference is made to (i) Registration Statement Nos. 333-85218 and 333-85218-01 ("Registration Statement No. 333-85218") on Form S-3 of the Company filed with the Securities and Exchange Commission (the "Commission") on March 29, 2002 and (ii) the form of prospectus included in the Registration Statement, and the preliminary prospectus supplement for the Corporate Units dated June 3, 2002 filed with the Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended ("Securities Act"), on June 4, 2002, which description is incorporated herein by reference. The final prospectus supplement describing the Corporate Units will be filed pursuant to Rule 424(b)(5) under the Securities Act and shall be incorporated by reference into this Registration Statement on Form 8-A.

Item 2. Exhibits.

| Exhibit ----- | Description ----- |
|------------------|--|
| 1. | Form of Purchase Contract Agreement (incorporated herein by reference to Exhibit 4(aa) to Registration Statement No. 333-85218). |
| 2. | Form of Pledge Agreement (incorporated herein by reference to Exhibit 4(ab) to Registration Statement No. 333-85218). |
| 3. | Form of Certificate of Corporate Units (incorporated herein by reference to Exhibit A of Exhibit 4(aa) to Registration Statement No. 333-85218). |
| 4. | Form of Remarketing Agreement (incorporated herein by reference to Exhibit 4(ac) to Registration Statement No. 333-85218). |
| 5. | Indenture, dated as of June 1, 1999, between FPL Group Capital Inc and The Bank of New York, as Trustee (incorporated herein by reference to Exhibit 4(a) to Form 8-K dated July 16, 1999). |
| 6. | Guarantee Agreement between FPL Group, Inc. (as Guarantor) and The Bank of New York (as Guarantee Trustee) dated as of June 1, 1999 (filed as Exhibit 4(b) to Form 8-K dated July 16, 1999). |

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7. Form of Officer's Certificate establishing FPL Group Capital Debt Securities, including form of Debt Securities (incorporated herein by reference to Exhibit 4(z) to Registration Statement No. 333-85218).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement on Form 8-A to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: June 6, 2002

FPL GROUP, INC.

By: /s/ Paul I. Cutler

Name: Paul I. Cutler
Title: Assistant Treasurer and
Assistant Secretary

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