

KINGSLEY OLIVER D JR
Form 4
February 13, 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 *
KINGSLEY OLIVER D JR

(Last) (First) (Middle)

FPL GROUP, INC., 700 UNIVERSE BLVD.

(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)
02/13/2009

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)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/13/2009 | | A ⁽¹⁾ | 1,970 A <u>2</u> | 4,420 ⁽³⁾ | D | |

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

POWER 381,371 shares of Common Stock OWNED BY ----- EACH (7)
 SOLE DISPOSITIVE POWER 0 REPORTING ----- PERSON WITH: (8)
 SHARED DISPOSITIVE POWER 381,371 shares of Common Stock
 ----- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 381,371 shares of Common Stock
 ----- (10) CHECK BOX IF THE AGGREGATE AMOUNT IN
 ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
 ----- (11) PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (9) 0.52% ----- (12) TYPE OF
 REPORTING PERSON (SEE INSTRUCTIONS) PN -----
 ----- (1) NAMES OF REPORTING PERSONS I.R.S.
 IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Highbridge Capital Management, LLC
 20-1901985 ----- (2) CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X] (b) []
 ----- (3) SEC USE ONLY
 ----- (4) CITIZENSHIP OR PLACE OF ORGANIZATION
 State of Delaware ----- NUMBER OF (5) SOLE VOTING
 POWER 0 SHARES ----- BENEFICIALLY (6) SHARED VOTING
 POWER 6,180,899 shares of Common Stock (See Item 4(a)) OWNED BY
 ----- EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING
 ----- PERSON WITH: (8) SHARED DISPOSITIVE POWER 6,180,899
 shares of Common Stock (See Item 4(a)) ----- (9)
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,180,899 shares of
 Common Stock (See Item 4(a)) ----- (10) CHECK BOX IF
 THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
 ----- (11) PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (9) 8.42% ----- (12) TYPE OF
 REPORTING PERSON (SEE INSTRUCTIONS) OO - Limited Liability Company

 (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES
 ONLY) Glenn Dubin ----- (2) CHECK THE APPROPRIATE
 BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X] (b) []
 ----- (3) SEC USE ONLY
 ----- (4) CITIZENSHIP OR PLACE OF ORGANIZATION
 United States ----- NUMBER OF (5) SOLE VOTING POWER
 0 SHARES ----- BENEFICIALLY (6) SHARED VOTING POWER
 6,180,899 shares of Common Stock (See Item 4(a)) OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING ----- PERSON
 WITH: (8) SHARED DISPOSITIVE POWER 6,180,899 shares of Common Stock (See Item 4(a))
 ----- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 6,180,899 shares of Common Stock (See Item 4(a))
 ----- (10) CHECK BOX IF THE AGGREGATE AMOUNT IN
 ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
 ----- (11) PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (9) 8.42% ----- (12) TYPE OF
 REPORTING PERSON (SEE INSTRUCTIONS) IN -----
 ----- (1) NAMES OF REPORTING PERSONS I.R.S.
 IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Henry Swieca
 ----- (2) CHECK THE APPROPRIATE BOX IF A MEMBER
 OF A GROUP (SEE INSTRUCTIONS) (a) [X] (b) [] ----- (3)
 SEC USE ONLY ----- (4) CITIZENSHIP OR PLACE OF

ORGANIZATION United States ----- NUMBER OF (5) SOLE
 VOTING POWER 0 SHARES ----- BENEFICIALLY (6) SHARED
 VOTING POWER 6,180,899 shares of Common Stock (See Item 4(a)) OWNED BY
 ----- EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING
 ----- PERSON WITH: (8) SHARED DISPOSITIVE POWER 6,180,899
 shares of Common Stock (See Item 4(a)) ----- (9)
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,180,899 shares of
 Common Stock (See Item 4(a)) ----- (10) CHECK BOX IF
 THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
 ----- (11) PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (9) 8.42% ----- (12) TYPE OF
 REPORTING PERSON (SEE INSTRUCTIONS) IN ----- This

Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on December 16, 2005 (as amended, the "Schedule 13G") with respect to shares of common stock, \$0.01 par value per share (the "Common Stock") of Kansas City Southern, a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends item 2 and amends and restates item 4 in its entirety as set forth below. Item 2(a) Name of Person Filing Item 2(c) Address of Principal Place of Business Item 2(d) Citizenship The address and citizenship of Highbridge Event Driven/Relative Value Fund, Ltd. are hereby amended as follows: Highbridge Event Driven/Relative Value Fund, Ltd. c/o Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: State of Delaware Item 4. Ownership Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. (a) Amount beneficially owned: As of the date of this filing, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may each be deemed the beneficial owner of 2,747,171 shares of Common Stock issuable to Highbridge International LLC. In addition, as of the date of this filing Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may each be deemed the beneficial owner of (i) 3,052,357 shares of Common Stock issuable to Highbridge Event Driven/Relative Value Fund, Ltd., and (ii) 381,371 shares of Common Stock issuable to Highbridge Event Driven/Relative Value Fund, L.P. Highbridge International LLC is a subsidiary of Highbridge Master L.P. Highbridge Capital Corporation and Highbridge Capital L.P. are limited partners of Highbridge Master L.P. Highbridge GP, Ltd. is the General Partner of Highbridge Master L.P. Highbridge GP, LLC is the General Partner of Highbridge Capital L.P. Highbridge Capital Management, LLC is the General Partner of Highbridge Event Driven/Relative Value Fund, L.P. and is the trading manager of Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge Master L.P. and Highbridge Event Driven/Relative Value Fund, Ltd. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of shares of Common Stock owned by Highbridge International LLC, Highbridge Event Driven/Relative Value Fund, L.P. and Highbridge Event Driven/Relative Value Fund, Ltd. (b) Percent of class: The Company has informed the Reporting Persons in writing on December 16, 2005 that, as of December 9, 2005, after giving affect to a recent share repurchase, the number of shares of Common Stock outstanding was 73,406,570. Therefore (i) Highbridge International LLC, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC may be deemed to beneficially own 3.74% of the outstanding shares of Common Stock of the Company, (ii) Highbridge Event Driven/Relative Value Fund, Ltd. may be deemed to beneficially own 4.16% of the outstanding shares of Common Stock of the Company, (iii) Highbridge Event Driven/Relative Value Fund, L.P. may be deemed to beneficially own 0.52% of the outstanding shares of Common Stock of the Company, and (iv) Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may be deemed to beneficially own 8.42% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. (c) Number of shares as to which such person has:

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(i) Sole power to vote or to direct the vote 0 (ii) Shared power to vote or to direct the vote See Item 4(a) above. (iii) Sole power to dispose or to direct the disposition of 0 (iv) Shared power to dispose or to direct the disposition of See Item 4(a) above. SIGNATURES After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct. Dated: February 13, 2006 HIGHBRIDGE INTERNATIONAL LLC HIGHBRIDGE MASTER L.P. By: /s/ Howard Feitelberg By: Highbridge GP, Ltd. ----- its General Partner Name: Howard Feitelberg Title: Director By: /s/ Clive Harris ----- Name: Clive Harris Title: Director HIGHBRIDGE CAPITAL CORPORATION HIGHBRIDGE CAPITAL L.P. By: /s/ Howard Feitelberg By: Highbridge GP, LLC ----- its General Partner Name: Howard Feitelberg Title: Controller By: /s/ Clive Harris ----- Name: Clive Harris Title: Director HIGHBRIDGE GP, LTD. HIGHBRIDGE GP, LLC By: /s/ Clive Harris By: /s/ Clive Harris ----- Name: Clive Harris Name: Clive Harris Title: Director Title: Director HIGHBRIDGE EVENT DRIVEN/RELATIVE VALUE HIGHBRIDGE EVENT DRIVEN/RELATIVE FUND, LTD. VALUE FUND, L.P. By: Highbridge Capital Management, LLC By: Highbridge Capital Management, its Trading Manager LLC its General Partner By: /s/ Carolyn Rubin By: /s/ Carolyn Rubin ----- Name: Carolyn Rubin Name: Carolyn Rubin Title: Deputy General Counsel Title: Deputy General Counsel HIGHBRIDGE CAPITAL MANAGEMENT, LLC /s/ Glenn Dubin ----- GLENN DUBIN By: /s/ Carolyn Rubin ----- Name: Carolyn Rubin Title: Deputy General Counsel /s/ Henry Swieca ----- HENRY SWIECA