

NEXTERA ENERGY INC

Form 4

February 17, 2015

**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 \*  
**CUTLER PAUL I**

(Last) (First) (Middle)

**C/O NEXTERA ENERGY,  
INC., 700 UNIVERSE BLVD.**

(Street)

**JUNO BEACH, FL 33408**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**NEXTERA ENERGY INC [NEE]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**02/13/2015**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Treasurer / Treasurer 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/13/2015                              |                                                             | A <sup>(1)</sup>                     | 2,564 A                                                                 | \$ 0 68,715                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/13/2015                              |                                                             | A <sup>(2)</sup>                     | 7,895 A                                                                 | \$ 0 76,610                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/13/2015                              |                                                             | F <sup>(3)</sup>                     | 3,067 D                                                                 | \$ 103.62 73,543                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/15/2015                              |                                                             | F <sup>(4)</sup>                     | 2,196 D                                                                 | \$ 103.62 71,347                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 13,856                                                                                                             | I                                                                       | By<br>Retirement<br>Savings                                       |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Phantom<br>Shares                                   | (5)                                                                | 02/13/2015                              |                                                             | A                                    | 272                                                                                                             | (5) (5)                                                        | Common<br>Stock                                                     | (5)                                       |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 103.62                                                          | 02/13/2015                              |                                                             | A                                    | 6,681                                                                                                           | (6) 02/13/2025                                                 | Common<br>Stock                                                     | 6,681                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |           |                  |
|-----------------------------------------------------------------------------------------|---------------|-----------|-----------|------------------|
|                                                                                         | Director      | 10% Owner | Officer   | Other            |
| CUTLER PAUL I<br>C/O NEXTERA ENERGY, INC.<br>700 UNIVERSE BLVD.<br>JUNO BEACH, FL 33408 |               |           | Treasurer | Treasurer of Sub |

## Signatures

W. Scott Seeley  
(Attorney-in-Fact) 02/17/2015

\_\_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) Restricted stock grant made pursuant to Issuer's 2011 Long Term Incentive Plan, exempt under Rule 16b-3.
- (2) 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.
- (3) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 13, 2015 in settlement of performance share awards.
- (4) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 17, 2012, February 15, 2013 and February 14, 2014.  
  
Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the NextEra Energy, 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 Retirement Savings Plan plus (b) theoretical earnings, by the closing price of the Issuer's common stock on the last business day of the relevant year (\$106.29 in 2014). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (5) Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the NextEra Energy, 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 Retirement Savings Plan plus (b) theoretical earnings, by the closing price of the Issuer's common stock on the last business day of the relevant year (\$106.29 in 2014). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (6) Options to buy 2,227 shares become exercisable on each of 02/15/2016, 02/15/2017 and 02/15/2018.

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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