

DEWHURST MORAY P  
Form 4  
February 22, 2005

**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**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DEWHURST MORAY P**

(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)  
**02/17/2005**

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)  
VP of Finance/CFO / Dir/Snr VP  
Finance/CFO 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 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	(A) or (D)	Price		
Common Stock							558	I	By Thrift Plan Trust
Common Stock	02/17/2005		A <sup>(1)</sup>		7,264	A	\$ 0 <sup>(2)</sup>	54,586	D
Common Stock	02/17/2005		F <sup>(3)</sup>		1,922	D	\$ 79.64	52,664 <sup>(4)</sup>	D

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

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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	(5)	02/17/2005		A		569		(5)	(5)	Common Stock	(5)	(5)
Employee Stock Option (Right to Buy)	(6)							(6)	(6)	Common Stock	(6)	
Employee Stock Option (Right to Buy)	(7)							(7)	(7)	Common Stock	(7)	
Employee Stock Option (Right to Buy)	(8)							(8)	(8)	Common Stock	(8)	
Employee Stock Option (Right to Buy)	(9)							(9)	(9)	Common Stock	(9)	
Employee Stock Option (Right to Buy)	(10)							(10)	(10)	Common Stock	(10)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEWHURST MORAY P FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408			VP of Finance/CFO	Dir/Snr VP Finance/CFO of Sub

## Signatures

DENNIS P. COYLE  
(Attorney-in-Fact)

02/17/2005

\_\_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) Acquired in settlement of performance share awards (which were not derivative securities) under Amended and Restated Long Term Incentive Plan of Issuer, exempt under Rule 16b-3.

(2) Not applicable.

(3) Shares of stock withheld by Issuer to satisfy tax withholding obligation on shares acquired on February 17, 2005 in settlement of performance share awards.

(4) Includes 10,801 shares deferred until the reporting person's retirement.

(5) Phantom shares credited to a Supplemental Matching Contribution Account for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan. Phantom shares represent the number of phantom shares of FPL Group, Inc. common stock credited to the reporting person if the phantom shares had been invested in FPL Group's company stock fund in its Thrift Plan during fiscal year 2004 based on share prices ranging from \$60.97 to \$75.95. Amount shown constitutes the difference between the balance at 12/31/04 and the balance at 12/31/03. Includes cash dividends that would be payable on the phantom shares if the reporting person was the record holder of the number of shares of FPL Group, Inc. common stock equal to the phantom shares. Shares of phantom stock are payable in cash following the reporting person's termination of employment with FPL Group, Inc. This filing is not an admission that the phantom shares are derivative securities.

(6) On September 17, 2001, the reporting person was granted an option to purchase 100,000 shares of FPL Group, Inc. common stock with an exercise price of \$55.35 per share. The option (i) vests as to 25,000 shares (on a cumulative basis) on each anniversary of the date of grant beginning on the first anniversary of the date of grant and (ii) expires on September 17, 2011.

(7) On February 11, 2002, the reporting person was granted an option to purchase 50,000 shares of FPL Group, Inc. common stock with an exercise price of \$52.64 per share. The option (i) is fully vested and (ii) expires on February 11, 2012.

(8) On February 13, 2003, the reporting person was granted an option to purchase 50,000 shares of FPL Group, Inc. common stock with an exercise price of \$55.12 per share. The option (i) vests as to 16,667 shares (on a cumulative basis) on each anniversary of the date of grant beginning on the first anniversary of the date of grant and (ii) expires on February 13, 2013.

(9) On February 12, 2004, the reporting person was granted an option to purchase 50,000 shares of FPL Group, Inc. common stock with an exercise price of \$64.92 per share. The option (i) vests as to 16,667 shares (on a cumulative basis) on each anniversary of the date of grant beginning on the first anniversary of the date of grant and (ii) expires on February 12, 2014.

(10) On January 3, 2005, the reporting person was granted an option to purchase 30,000 shares of FPL Group, Inc. common stock with an exercise price of \$73.90 per share. The option (i) vests as to 10,000 shares (on a cumulative basis) on each anniversary of the date of grant beginning on the first anniversary of the date of grant and (ii) expires on January 3, 2015.

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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