RODRIGUEZ ANTONIO
Form 5
January 30, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

W Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

W Form 3 Holdings Reported

W Form 4 Transactions Reported

1. Name and Address of Reporting Person	2. Issuer Name **and** Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Rodriguez, Antonio	FPL Group, Inc. (FPL)		Director ; 10% Owner ; Officer (give title below): X ; Other (specify below)
(Last) (First) (Middle) **FPL Group, Inc. 700 Universe Boulevard**	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year December 31, 2002	(1) 7. Individual or Joint/Group Reporting (Check Applicable Line)
(Street) **Juno Beach, FL 33408**		5. If Amendment, Date of Original (Month/Year)	X Form filed by One Reporting Person
(City) (State) (Zip)			Form filed by More than One Reporting Person

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date (Month/	2A. Deemed Execution Date, if any	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership
				Amount	A or	Price			

	Day/ Year)	(Month/ Day/ Year)			D		at End of Issuer's Fiscal Year	(I)	
Common Stock	- -	- -	- -	- -	- -	- -	840.4857	I	By Thrift Plan Trust
Common Stock	2/11/02	- -	A (2)	5,000	A	- -			
Common Stock	2/11/02	- -	A (3)	3,457	A	- -			
Common Stock	2/11/02	- -	F (4)	1,383	D	$51.75	14,221 (5)	D	

FORM 5 (continued)		Table II - Derivative Securities Acquired, Disposed o (*e.g.*, puts, calls, warrants, options, conver							
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Trans-action Date (Month/ Day/ Year)	3A. Deemed Execu-tion Date, if any (Month/ Day/ Year	4. Trans-action Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities	
					A	D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	_ _	_ _	_ _	_ _	_ _	_ _	_ _	_ _	_ _	_ _
Employee Stock Option (Right to	$52.64	2/11/02	_ _	A	20,000		(7)	2/11/12	Common Stock	20,000

Buy)										

Explanation of Responses:

(1)

Senior Vice President for Power Generation and Director of Florida Power & Light Company (subsidiary of Issuer).

(2) Restricted stock grant made pursuant to the Amended and Restated Long Term Incentive Plan of the Issuer, exempt under Rule 16b-3.

(3) 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.

(4) Shares of stock withheld by Issuer to satisfy tax withholding obligation on shares acquired on February 11, 2002 in settlement of performance share awards.

(5) Receipt of 4,385 shares deferred until Mr. Rodriguez's retirement.

(6) 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 to date. 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. This filing is not an admission that the phantom shares are derivative securities.

(7) The Option shall vest as to 6,667 shares (on a cumulative basis) on each anniversary of the date of grant beginning on the first anniversary of the date of grant.

DENNIS P. COYLE	January 27, 2003
Signature of Reporting Person	Date