

RODRIGUEZ ANTONIO

Form 4

January 03, 2006

**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 \*  
RODRIGUEZ ANTONIO

(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)

01/02/2006

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Dir/Sr VP-Power Gen. 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 Ownership (Instr. 4)
Common Stock	01/02/2006		F(1)	1,023	D 41.56 (5)	39,929 (2)	D
Common Stock					2,778 (3) (4)	I	Thrift Plans Trust

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  
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number.**

SEC 1474  
(9-02)

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**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 Paid or Received (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(6)							(6)	(6)	Common Stock	(6)
Employee Stock Option (Right to Buy)	\$ 26.32 (4)							(7)	02/11/2012	Common Stock	40,000 (4)
Employee Stock Option (Right to Buy)	\$ 27.56 (4)							(8)	02/13/2013	Common Stock	40,000 (4)
Employee Stock Option (Right to Buy)	\$ 32.46 (4)							(9)	02/12/2014	Common Stock	40,000 (4)
Employee Stock Option (Right to Buy)	\$ 36.95 (4)							(10)	01/03/2015	Common Stock	20,000 (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RODRIGUEZ ANTONIO FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408	Dir/Sr VP-Power Gen. of Sub

## Signatures

Alissa E. Ballot  
(Attorney-in-Fact)

01/03/2006

\_\_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 withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted 01/03/2005.  
Reflects the March 15, 2005 two-for-one split of Issuer's common stock (the "Stock Split"), which resulted in the acquisition by the reporting person of 20,476 shares of Issuer common stock (including 4,385 shares deferred until the reporting person's retirement). Includes a total of 8,770 shares deferred until the reporting person's retirement.
- (2) As of December 29, 2005.
- (3) Adjusted to reflect Stock Split.
- (4) Closing price of Issuer's common stock on the NYSE on December 30, 2005, the last trading date prior to the reported transaction, which is Fair Market Value under the Issuer's Amended and Restated Long Term Incentive Plan.  
Phantom shares are annually credited to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan in an amount determined by dividing an amount equal to (a) certain matching contributions in excess of the limits of the Issuer's Thrift Plan ("Thrift Plan") plus (b) theoretical earnings thereon, by (c) the closing price of the Issuer's common stock on December 31 of the relevant year. The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (5) Options are currently exercisable.
- (6) Options to buy 26,666 shares are currently exercisable, and options to buy 13,334 shares become exercisable on 2/13/2006.
- (7) Options to buy 13,334 shares are currently exercisable, options to buy 13,332 shares become exercisable on 02/12/2006 and options to buy 13,334 shares become exercisable on 2/12/2007.
- (8) Options to buy 6,668 shares are currently exercisable and options to buy 6,666 shares become exercisable on each of 1/3/2007 and 1/3/2008.
- (9) Options to buy 13,334 shares are currently exercisable, options to buy 13,332 shares become exercisable on 02/12/2006 and options to buy 13,334 shares become exercisable on 2/12/2007.
- (10) Options to buy 6,668 shares are currently exercisable and options to buy 6,666 shares become exercisable on each of 1/3/2007 and 1/3/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.