

FPL GROUP INC
 Form 4
 March 10, 2003

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

FORM 4 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.

| | | | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|--------------------------|-----------------------|
| 1. Name and Address of Reporting Person Hay III, Lewis | | | 2. Issuer Name and Ticker or Trading Symbol FPL Group, Inc. (FPL) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | | | | | <input checked="" type="checkbox"/> | Director | <input type="checkbox"/> | 10% Owner |
| | | | | | | | <input checked="" type="checkbox"/> | Officer (give title below) | <input type="checkbox"/> | Other (specify below) |
| (Last) | (First) | (Middle) | 3. R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year March 7, 2003 | | (1) | | | |
| FPL Group, Inc. 700 Universe Boulevard | | | | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| (Street) Juno Beach, FL 33408 | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | <input checked="" type="checkbox"/> | Form filed by One Reporting Person | | |
| (City) | (State) | (Zip) | | | | | <input type="checkbox"/> | 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/Day/Year) | 3. Action Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|--------------------------------------|--|---------------------|----|---|----|-------|--|---|--|
| | | | Code | V | Amount | D | Price | | | |
| | -- | -- | -- | -- | -- | -- | -- | 578.0252 | I | |

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| | | | | | | | | | | |
|--------------|---------|----|----------|----|--------|----|----|----------------|---|-----------------------------------|
| Common Stock | | | | | | | | | | By Thrift Plan Trust |
| Common Stock | -- | -- | -- | -- | -- | -- | -- | 5,000 | I | By Hay Family Limited Partnership |
| Common Stock | 3/07/03 | -- | A (2) | | 50,000 | A | -- | 106,548 (3) | D | |
| | | | | | | | | | | |
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| FORM 4 (continued) | | Table II - Derivative Securities Acquired, Disposed of, or Exercised (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | |
|---------------------------------|--|--|---|---------------------|---|---|---|--|-----------------|--|----------------------------|--|---------------------------------|
| 1. Title of Derivative Security | 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 | | | | 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 | 8. Price of Derivative Security |
| | | | | Code | V | A | D | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| | | | | | | | | | | | | | |
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Explanation of Responses:

(1)

Chairman of the Board, President and Chief Executive Officer and Director of FPL Group, Inc.; Chairman of the Board and Chief Executive Officer and Director of Florida Power & Light Company (subsidiary of Issuer).

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- (2) Restricted stock grant made pursuant to the Amended and Restated Long Term Incentive Plan of the Issuer, exempt under Rule 16b-3.
- (3) Receipt of 1,600 shares deferred until Mr. Hay's retirement.

DENNIS P. COYLE

Signature of Reporting
Person

March 8, 2003

Date