#### **RODRIGUEZ ANTONIO**

Form 4

February 17, 2009

### FORM 4

Check this box

if no longer

subject to

Form 5

obligations

may continue.

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* RODRIGUEZ ANTONIO

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

FPL GROUP INC [FPL]

(Check all applicable)

(Last)

(First)

(Zip)

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

10% Owner X\_ Officer (give title \_X\_ Other (specify

FPL GROUP, INC., 700 UNIVERSE 02/13/2009

**BOULEVARD** 

(City)

below)

below) Executive VP-Power Generation / Dir/Ex

VP-Power Gen. of Sub

6. Individual or Joint/Group Filing(Check

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

JUNO BEACH, FL 33408

(State)

Person Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

` **	· · · · · ·	Tabi	e I - Non-D	erivative s	securi	ues Acqu	nrea, Disposea oi	, or benefician	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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)
Common Stock	02/13/2009		Code V $A_{(1)}^{(1)}$	Amount 8,647	(D)	Price \$ 0 (13)	37,973 (2)	D	
Common Stock	02/13/2009		A(3)	11,985	A	\$ 0 (13)	49,958 (2)	D	
Common Stock	02/13/2009		F(4)	3,170	D	\$ 50.91	46,788 (2)	D	
Common Stock	02/13/2009		A(5)	3,233	A	\$ 0 (13)	50,021 (2)	D	
Common Stock	02/13/2009		F(6)	1,119	D	\$ 50.91	48,902 (2)	D	

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Common					•					
Stock	02/17/200	)9	F <u>(7)</u>	1,941	D $50.9$	1 4	6,961 <u>(2)</u>	D		
Common Stock						3	,703	I	Thrift Plans Trust	
Reminder: Rej	port on a sepa	rate line for each class	s of securities benefic	Persons informa required displays number	s who respondant s to respondant s a curren	pond ained and u atly va	to the colle in this form nless the for alid OMB co	are not rm ntrol	EC 1474 (9-02)	
			its, calls, warrants,							
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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	e (A) sed of	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	<u>(8)</u>	02/13/2009		A	246		<u>(8)</u>	<u>(8)</u>	Common Stock	<u>(8)</u>
Employee Stock Option (Right to Buy)	\$ 26.32						<u>(9)</u>	02/11/2012	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 27.56						<u>(9)</u>	02/13/2013	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 32.46						(9)	02/12/2014	Common Stock	40,000
Employee Stock Option (Right to	\$ 36.95						<u>(9)</u>	01/03/2015	Common Stock	20,000

Buy)

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Employee Stock Option (Right to Buy)	\$ 41.76				<u>(9)</u>	02/16/2016	Common Stock	17,000
Employee Stock Option (Right to Buy)	\$ 59.05				<u>(10)</u>	02/15/2017	Common Stock	12,447
Employee Stock Option (Right to Buy)	\$ 64.69				<u>(11)</u>	02/15/2018	Common Stock	13,080
Employee Stock Option (Right to Buy)	\$ 50.91	02/13/2009	A	19,075	(12)	02/13/2019	Common Stock	19,075

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RODRIGUEZ ANTONIO							
FPL GROUP, INC.			Executive VP-Power	Dir/Ex VP-Power Gen. of			
700 UNIVERSE		Generation	Sub				
BOULEVARD			Generation	340			
JUNO BEACH, FL 33408							

### **Signatures**

Alissa E. Ballot (Attorney-in-Fact) 02/17/2009

\*\*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 Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (2) Includes 8,770 shares deferred until reporting person's retirement.
- (3) 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.
- (4) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 13, 2009 in settlement of performance share awards.
- (5) Stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.

Reporting Owners 3

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- (6) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 13, 2009 as set forth in footnote 5 above.
- (7) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 16, 2006, February 15, 2007 and February 15, 2008.
  - Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, 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 Thrift Plan ("Thrift Plan") plus (b) theoretical earnings, by (c) the closing price of the Issuer's common stock on the last business day of the relevant year (\$50.33 in 2008). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (9) Options are currently exercisable.
- (10) Options to buy 8,298 shares are currently exercisable and options to buy 4,149 shares become exercisable on 02/15/2010.
- Options to buy 4,360 shares are currently exercisable and options to buy 4,360 shares become exercisable on each of 02/15/2010 and 02/15/2011.
- Options to buy 6,359 shares become exercisable on 02/15/2010 and options to buy 6,358 shares become exercisable on each of 02/15/2011 and 02/15/2012.
- (13) Not applicable.

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.