

NEXTERA ENERGY INC

Form 4

February 16, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nazar Manoochehr K

(Last) (First) (Middle)

C/O NEXTERA ENERGY,
INC., 700 UNIVERSE BLVD.

(Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NEXTERA ENERGY INC [NEE]

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

02/12/2016

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)
President, Nuclear Div and CNO / President,
Nuclear Div CNO-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 | 02/12/2016 | | A ⁽¹⁾ | | 5,454 | A | \$ 0 | 134,267 | D | |
| Common Stock | 02/12/2016 | | A ⁽²⁾ | | 27,042 | A | \$ 0 | 161,309 | D | |
| Common Stock | 02/12/2016 | | F ⁽³⁾ | | 10,968 | D | \$ 111.67 | 150,341 | D | |
| Common Stock | 02/15/2016 | | F ⁽⁴⁾ | | 1,749 | D | \$ 111.67 | 148,592 | D | |
| Common Stock | | | | | | | | 1,409 | I | By Retirement |

Savings
Plan Trust

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

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(9-02)

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) | | | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Shares | (5) | 02/12/2016 | | A | | 992 | | (5) | (5) | Common Stock | (5) |
| Employee Stock Option (Right to Buy) | \$ 111.67 | 02/12/2016 | | A | | 32,860 | | (6) | 02/12/2026 | Common Stock | 32,860 |

Reporting Owners

Relationships

| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
|---|----------|--------------|-----------------------------------|-----------------------------------|
| Nazar Manoochehr K C/O NEXTERA ENERGY, INC. 700 UNIVERSE BLVD. JUNO BEACH, FL 33408 | | | President, Nuclear Div and CNO | President, Nuclear Div CNO-Sub |

Signatures

W. Scott Seeley
(Attorney-in-Fact)

02/16/2016

__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 2011 Long Term Incentive Plan, exempt under Rule 16b-3.
- (2) 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.
- (3) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 12, 2016 in settlement of performance share awards.
- (4) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 15, 2013, February 14, 2014 and February 13, 2015.

Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the NextEra Energy, 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 Retirement Savings Plan plus (b) theoretical earnings, by the closing price of the Issuer's common stock on the last business day of the relevant year (\$103.89 in 2015). 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 to buy 10,954 shares become exercisable on 02/15/2017 and options to buy 10,953 shares become exercisable on each of 02/15/2018 and 02/15/2019.

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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