### Edgar Filing: HAY LEWIS III - Form 4

HAY LEW Form 4	IS III											
February 21	, 2006											
FORM		STATES	SECU	RITIES A	AND EXC	HAN	IGE (	COMMISSION	т	APPROVAL		
					, D.C. 205				OMB Number:	3235-028		
Check the check	NGES IN	BENEFI	CIAI	<b>OW</b>	NERSHIP OF	Expires:	January 31 200					
Section Form 4 Form 5 obligation may cor	Subject toEstimated averageSection 16.SECURITIESForm 4 orFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Sectionsee Instruction30(h) of the Investment Company Act of 1940							ours per				
(Print or Type	Responses)											
1. Name and A HAY LEW	Address of Reporting 'IS III	Person <sup>*</sup>	Symbol		<b>1</b> Ticker or T	Trading	g	5. Relationship o Issuer	f Reporting P	Person(s) to		
				ROUP IN				(Check all applicable)				
(M				of Earliest T Day/Year) 2006	ransaction			_X_ Director 10% Owner _X_ Officer (give titleX_ Other (specify below) President, CEO and Chairman / Chairman/CEO of Sub				
JUNO BEA	(Street) ACH, FL 33408			endment, Dannent, Dannen, Danne	ate Original r)			6. Individual or J Applicable Line) _X_ Form filed by Form filed by I Person	One Reporting	Person		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ies Acc	uired, Disposed o	f, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if		4. Securitie on(A) or Disp (Instr. 3, 4) Amount	osed c	of (D)	Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/16/2006			A <u>(1)</u>	67,000	А	<b>\$ 0</b> (11)	242,303 <u>(2)</u>	D			
Common Stock	02/16/2006			A <u>(3)</u>	169,081 ( <u>3)</u>	A	\$ 0 (11)	411,384 <u>(4)</u>	D			
Common Stock								132,606	I	By Hay Family Limited Partnership		
Common Stock								2,145 <u>(5)</u>	I	By Thrift Plans Trust		

#### Edgar Filing: HAY LEWIS III - Form 4

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 displays a currently valid OMB control number.

# 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. Transact Code (Instr. 8)	5. Num iorDerivat Securiti Acquire or Disp (D) (Instr. 3 and 5)	ive es ed (A) osed of	6. Date Exer Expiration E (Month/Day,	Date	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	<u>(6)</u>	02/16/2006		А	3,201		(6)	(6)	Common Stock	<u>(6)</u>
Employee Stock Option (Right to Buy)	\$ 30.86						(7)	02/12/2011	Common Stock	300,000
Employee Stock Option (Right to Buy)	\$ 27.68						<u>(7)</u>	09/17/2011	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 26.32						<u>(7)</u>	02/11/2012	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 27.56						(7)	02/11/2013	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 32.46						<u>(8)</u>	02/12/2014	Common Stock	150,000
Employee Stock	\$ 36.95						<u>(9)</u>	01/03/2015	Common Stock	100,000

Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 41.76	02/16/2006	А	90,000	<u>(10)</u>	02/16/2016	Common Stock	90,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Direc	tor	10% Owner	Officer	Other			
HAY LEWIS III FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408			President, CEO and Chairman	Chairman/CEO of Sub			

## Signatures

Alissa E. Ballot	02/21/2006
(Attorney-in-Fact)	02/21/2000

\*\*Signature of Reporting Person

# 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.

Date

- (2) Includes 34,574 shares deferred until the reporting person's retirement.
- (3) Reporting person deferred until his retirement receipt of these 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) Includes 203,655 shares deferred until the reporting person's retirement.
- (5) As of February 15, 2006.

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 approved on the transaction date by the Issuer's

- (6) 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 (\$41.56 in 2005). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (7) Options are currently exercisable.
- (8) Options to buy 100,000 shares are currently exercisable and options to buy 50,000 shares become exercisable on 2/12/2007.
- (9) Options to buy 33,334 shares are currently exercisable, options to buy 33,332 shares become exercisable on 1/3/2007 and options to buy 33,334 shares become exercisable on 1/3/2008.
- (10) Options to buy 30,000 shares become exercisable on each of 02/16/2007, 02/16/2008 and 02/16/2009.
- (11) 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.

#### Edgar Filing: HAY LEWIS III - Form 4

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.