

FPL GROUP INC

Form 4

March 18, 2008

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 *
HAY LEWIS III

(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)

03/17/2008

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 below) ☒ Other (specify
below)
Chairman & CEO / Chairman/CEO of Sub

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	03/17/2008		S <u>(1)</u>		4,000	D	\$ 60.84	182,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008		S <u>(1)</u>		5,000	D	\$ 60.85	177,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008		S <u>(1)</u>		1,000	D	\$ 60.86	176,340	I	By Hay Family Limited Partnership

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Common Stock	03/17/2008	<u>S(1)</u>	3,900	D	\$ 60.87	172,440	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	1,100	D	\$ 60.88	171,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 60.93	166,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 60.99	161,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 61.06	156,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	3,800	D	\$ 61.07	152,540	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	600	D	\$ 61.08	151,940	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	100	D	\$ 61.1	151,840	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 61.11	146,840	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,500	D	\$ 61.17	141,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 61.2	136,340	I	By Hay Family Limited Partnership
	03/17/2008	<u>S(1)</u>	4,600	D		131,740	I	

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Common Stock						\$ 61.21				By Hay Family Limited Partnership
Common Stock	03/17/2008		S ⁽¹⁾	300	D	\$ 61.22	131,440	I		By Hay Family Limited Partnership
Common Stock	03/17/2008		S ⁽¹⁾	100	D	\$ 61.23	131,340	I		By Hay Family Limited Partnership
Common Stock	03/17/2008		S ⁽¹⁾	2,100	D	\$ 61.28	129,240	I		By Hay Family Limited Partnership
Common Stock	03/17/2008		S ⁽¹⁾	2,200	D	\$ 61.35	127,040	I		By Hay Family Limited Partnership
Common Stock	03/17/2008		S ⁽¹⁾	700	D	\$ 61.4	126,340	I		By Hay Family Limited Partnership
Common Stock	03/18/2008		G ⁽²⁾	V 110,890	A	<u>(3)</u>	237,230	I		By Hay Family Limited Partnership
Common Stock	03/18/2008		G ⁽²⁾	V 110,890	D	<u>(3)</u>	308,952 ⁽⁴⁾	D		
Common Stock							2,718	I		By Thrift Plans 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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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HAY LEWIS III
FPL GROUP, INC.
700 UNIVERSE BOULEVARD
JUNO BEACH, FL 33408

X

Chairman & CEO Chairman/CEO of Sub

Signatures

Alissa E. Ballot
(Attorney-in-Fact)

03/18/2008

__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) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2007.

(2) Transfer of shares to Hay Family Limited Partnership, the sole general partner of which is an entity controlled by the reporting person and the limited partners of which are the reporting person and his wife.

(3) Not applicable.

(4) Includes 203,655 shares deferred until the reporting person's retirement.

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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