

HINTZ DONALD C
Form 4
February 21, 2003

FORM 4

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

OMB APPROVAL

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

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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

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| | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Hintz Donald C. | | | 2. Issuer Name and Ticker or Trading Symbol Entergy Corporation (ETR) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 02/20/03 | | |
| Entergy Corporation 639 Loyola Avenue | | | | | | | | |
| (Street) New Orleans, LA 70113 | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | |
| (City) (State) (Zip) | | | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 (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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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) |
| Entergy Corporation Common Stock | 02/19/03 | | M ⁽¹⁾ | | | 41,000 | A | 23.00 | D | |
| Entergy Corporation Common Stock | 02/19/03 | | F | | | 27,550 (1) | D | 45.327 | D | |
| Entergy Corporation Common Stock | 02/19/03 | | J | | | 13,450 (1) | D | 45.327 | D | |
| Entergy Corporation Common Stock | | | | | | | | 4,056 | I | Savings Plan Balance 12/31/02 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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(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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | 23.00 | 02/19/03 | | M | | 41,000 | (1) | Note 2 | 01/27/10 | ETR Common | 41,000 | | 134,000 | D | |

Explanation of Responses:

(1) Filing individual engaged in cashless exercise of in-the-money stock options, exempt under Rule 16b-6(b). The shares subject to option reported in this Form 4 were all sold on the same day that the options were exercised. The sales took place over the course of the day at 16 different prices. Although the average sale price is shown in Column 4, the actual prices were: 900 shares at 45.25; 5,600 shares at 45.26; 600 shares at 45.27; 4,800 shares at 45.28; 2,900 shares at 45.29; 4,800 shares at 45.30; 5,600 shares at 45.31; 900 shares at 45.32; 2,200 shares at 45.33; 1,000 shares at 45.34; 1,000 shares at 45.38; 400 shares at 45.39; 6,000 shares at 45.40; 300 shares at 45.41; 1,400 shares at 45.43 and 2,600 shares at 45.45. A portion of the sale price of the shares (Code F) was used to pay the exercise price, commission and the tax withholding. The remaining portion of the sale price of the shares (Code J) was retained by the the filing individual.

(2) Of the 175,000 options granted on January 27,2000, one-third of the options became exercisable on each of the first three anniversary dates of the grant.

By: /s/ **Christopher T. Screen**
for **Donald C. Hintz**

02/21/03
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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