

FPL GROUP INC
Form 4
February 17, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEALL ROBERT M II

(Last) (First) (Middle)

C/O BEALL'S, INC., P.O. BOX
25207

(Street)

BRADENTON, FL 34206

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FPL GROUP INC [FPL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/16/2006 | | A ⁽¹⁾ | 2,400 A <u>2</u> | 11,800 ⁽³⁾ | D | |
| Common Stock | | | | | 7,000 ⁽⁴⁾ | I | Robert M. Beall Trust |
| Common Stock | | | | | 40 ⁽⁵⁾ | I | By Son |

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

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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. 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) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Shares | (6) | | | Code V (A) (D) | | Date Exercisable (6) Expiration Date (6) | Title Common Stock (6) | Amount or Number of Shares (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BEALL ROBERT M II C/O BEALL'S, INC. P.O. BOX 25207 BRADENTON, FL 34206 | X | | | |

Signatures

Alissa E. Ballot
(Attorney-in-Fact) 02/17/2006

__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) Common stock granted pursuant to FPL Group, Inc. Non-Employee Directors Stock Plan.
- (2) Not applicable.
- (3) Reflects the March 15, 2005 two-for-one split of Issuer's common stock (the "Stock Split"), which resulted in the acquisition by the reporting person of 4,700 shares of Issuer common stock.
- (4) Reflects the Stock Split, which resulted in the acquisition by the Trust of 3,500 shares.
Reflects the Stock Split, which resulted in the acquisition by the reporting person's son of 20 shares. The reporting person disclaims
- (5) beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the owner of such securities for purposes of Section 16 or for any other purpose.

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Phantom shares credited to an account for the reporting person pursuant to the FPL Group, Inc. Supplemental Pension Plan for

(6) Non-Employee Directors established in connection with the termination of the FPL Group, Inc. Non-Employee Director Retirement Plan. Accounts are payable in cash at the end of the deferral period.

(7) Adjusted to reflect the Stock Split.

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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