

Nazar Manoochehr K
Form 4
February 16, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

FPL GROUP, INC., 700 UNIVERSE
BLVD

(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)
02/12/2010

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)
Exe VP, Nuclear Div / Exe VP-Nuclear Div
of 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)
Common Stock	02/12/2010		A ⁽¹⁾	18,730 A	\$ 0 ⁽⁷⁾ 70,643	D	
Common Stock	02/12/2010		A ⁽²⁾	10,908 A	\$ 0 ⁽⁷⁾ 81,551	D	
Common Stock	02/12/2010		F ⁽³⁾	3,191 D	\$ 45.57 78,360	D	
Common Stock	02/15/2010		F ⁽⁴⁾	3,771 D	\$ 45.57 74,589	D	
Common Stock					331	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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SEC 1474
(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)	02/12/2010		A		1,016		(5)	(5)	Common Stock	(5)
Employee Stock Option (Right to Buy)	\$ 45.57	02/12/2010		A		19,925		(6)	02/12/2020	Common Stock	19,925

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Nazar Manoochehr K
FPL GROUP, INC.
700 UNIVERSE BLVD
JUNO BEACH, FL 33408

Exe VP, Nuclear Div Exe VP-Nuclear Div of Sub

Signatures

Alissa E. Ballot
(Attorney-in-Fact) 02/16/2010

**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).

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- (1) Restricted stock grant made pursuant to Issuer's Amended and Restated 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, 2010 in settlement of performance share awards.
- (4) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted November 12, 2007, February 15, 2008 and February 13, 2009.

Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, 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 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 (\$52.82 in 2009). 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 6,641 shares become exercisable on 02/15/2011 and options to buy 6,642 shares become exercisable on each of 02/15/2012 and 02/15/2013.
- (6) Not applicable
- (7) 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.

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