

Pimentel Armando Jr  
 Form 4  
 February 17, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Pimentel Armando Jr

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

FPL GROUP, INC., 700 UNIVERSE BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2009

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 Ex VP, Finance & CFO / Dir, Ex VP, Fin & CFO of Sub

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

JUNO BEACH, FL 33408

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/13/2009		A <sup>(1)</sup>		10,126	A	\$ 0 <sup>(8)</sup>	17,424	D	
Common Stock	02/13/2009		A <sup>(2)</sup>		6,497	A	\$ 0 <sup>(8)</sup>	23,921	D	
Common Stock	02/13/2009		F <sup>(3)</sup>		1,718	D	\$ 50.91	22,203	D	
Common Stock	02/17/2009		F <sup>(4)</sup>		700	D	\$ 50.91	21,503	D	
Common Stock								178	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 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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Phantom Shares	(5)	02/13/2009		A		204		(5)	(5)	Common Stock	(5)
Employee Stock Option (Right to Buy)	\$ 64.69							(6)	02/15/2018	Common Stock	17,440
Employee Stock Option (Right to Buy)	\$ 50.91	02/13/2009		A		27,222		(7)	02/13/2019	Common Stock	27,222

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pimentel Armando Jr FPL GROUP, INC. 700 UNIVERSE BLVD. JUNO BEACH, FL 33408			Ex VP, Finance & CFO	Dir, Ex VP, Fin & CFO of Sub

## Signatures

Alissa E. Ballot  
(Attorney-in-Fact)

02/17/2009

\_\_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) Restricted stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (2) Stock grant made pursuant to 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 13, 2009 as set forth in footnote 2 above.
- (4) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 15, 2008.

- 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 (\$50.33 in 2008). 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 5,814 shares are currently exercisable and options to buy 5,813 shares become exercisable on each of 02/15/2010 and 02/15/2011.
  - (6) Options to buy 9,074 shares become exercisable on each of 02/15/2010, 02/15/2011 and 02/15/2012.
  - (7) Options to buy 9,074 shares become exercisable on each of 02/15/2010, 02/15/2011 and 02/15/2012.
  - (8) Not applicable.

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