

Edgar Filing: WPS RESOURCES CORP - Form 4

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 Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities (Instr. 3 and 4)
Phantom Stock Unit	<u>(1)</u>	02/04/2005		A	3.8207	<u>(2)</u> <u>(2)</u>	Common Stock	3.
Employee Stock Option (Right to buy)	\$ 29.875 <u>(3)</u>					02/11/2000 02/11/2009	Common Stock	19
Employee Stock Option (Right to buy)	\$ 34.09 <u>(4)</u>					12/13/2002 12/13/2011	Common Stock	16
Employee Stock Option (Right to buy)	\$ 37.96 <u>(5)</u>					12/12/2003 12/12/2012	Common Stock	16
Employee Stock Option (Right to buy)	\$ 44.73 <u>(6)</u>					12/10/2004 12/10/2013	Common Stock	14
Employee Stock Option (Right to Buy)	\$ 48.11 <u>(7)</u>					12/08/2005 12/08/2014	Common Stock	16
Performance Rights	\$ 0 <u>(8)</u>					01/01/2005 <u>(8)</u> 06/30/2005	Common Stock	2
Performance Rights	\$ 0 <u>(8)</u>					01/01/2006 <u>(8)</u> 06/30/2006	Common Stock	2
Performance Rights	\$ 0 <u>(8)</u>					01/01/2007 <u>(8)</u> 06/30/2007	Common Stock	1
Performance Rights	\$ 0 <u>(8)</u>					01/01/2008 <u>(8)</u> 06/30/2008	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROCK CHARLES A 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 543079001			Pres & COO-Gen, WPSC, a sub	

Signatures

By: Barth J. Wolf (See POA filed August 2002) 02/08/2005

__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) These phantom stock units convert to common stock on a one-for-one basis.
- (2) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (3) The option vests in four equal annual installments beginning on February 11, 2000.
- (4) The option vests in four equal annual installments beginning on December 13, 2002.
- (5) The option vests in four equal annual installments beginning on December 12, 2003.
- (6) The option vests in four equal annual installments beginning on December 10, 2004.
- (7) The option vests in four equal annual installments beginning on December 8, 2005.
- (8) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.