

FPL GROUP INC
 Form 4
 January 03, 2003

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

FORM 4 STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the
 Securities Exchange Act of 1934

W Check this box if no longer
 subject to Section 16. Form 4 or
 Form 5 obligations may continue.

1. Name and Address of Reporting Person Hay III, Lewis		2. Issuer Name and Ticker or Trading Symbol FPL Group, Inc. (FPL)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
				X	Director
				X	Officer (give title below)
					10% Owner
					Other (specify below)
(Last)	(First)	(Middle)	3. R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year December 31, 2002	(1)
			FPL Group, Inc. 700 Universe Boulevard		7. Individual or Joint/Group Filing (Check Applicable Line)
	(Street)		Juno Beach, FL 33408	5. If Amendment, Date of Original (Month/Day/Year)	X
(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	2. Transaction Date (Month/Day/Year)	3A. Action Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	D	Price			
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Common Stock										By Thrift Plan Trust
Common Stock	12/31/02	--	J (2)	V	5,000	D		46,224 (3)	D	
Common Stock	12/31/02	--	J (2)	V	5,000	A		5,000	I	By Hay Family Limited Partnership

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of, or Exercised (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security	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		5. Number of Derivative Securities Acquired (A) or Disposed of (D)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities		8. Price of Derivative Security
				Code	V	A	D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

(1)

Chairman of the Board, President and Chief Executive Officer and Director of FPL Group, Inc.; Chairman of the Board and Chief Executive Officer and Director of Florida Power & Light Company (subsidiary of Issuer).

(2) Transfer of shares to Hay Family Limited Partnership, the sole general partner of which is an entity controlled by the reporting person and the

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limited partners of which are the reporting person and his wife.

(3) Receipt of 1,600 shares deferred until Mr. Hay's retirement.

DENNIS P. COYLE

Signature of Reporting
Person

January 2, 2003

Date