

PINNACLE WEST CAPITAL CORP

Form 4

February 23, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FROETSCHER DANIEL T

2. Issuer Name **and** Ticker or Trading  
Symbol  
PINNACLE WEST CAPITAL  
CORP [PNW]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
400 NORTH FIFTH STREET, MS  
8602

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
SVP, Trans, Distr & Cust-APS

(Street)  
PHOENIX, AZ 85004

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount<br>(A)<br>or<br>(D)<br>Price  |  |   |
| Common<br>Stock                       | 02/19/2016                              |   | M                                       |   | 238 A \$ 0 <sup>(1)</sup>  | 9,624  | D                                       |
| Common<br>Stock                       | 02/19/2016                              |   | D                                       |   | 238 D \$ 68.25   | 9,396  | D                                       |
| Common<br>Stock                       | 02/19/2016                              |   | M                                       |   | 238 A \$ 0 <sup>(1)</sup>  | 9,634  | D                                       |
| Common<br>Stock                       | 02/19/2016                              |   | F <sup>(2)</sup>                        |   | 110 D \$ 68.25   | 9,524  | D                                       |
| Common<br>Stock                       | 02/19/2016                              |   | M                                       |   | 205 A \$ 0 <sup>(1)</sup>  | 9,729  | D                                       |

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|              |            |                  |     |   |                     |        |   |                  |
|--------------|------------|------------------|-----|---|---------------------|--------|---|------------------|
| Common Stock | 02/19/2016 | D                | 205 | D | \$ 68.25            | 9,524  | D |                  |
| Common Stock | 02/19/2016 | M                | 205 | A | \$ 0 <sup>(1)</sup> | 9,729  | D |                  |
| Common Stock | 02/19/2016 | F <sup>(2)</sup> | 95  | D | \$ 68.25            | 9,634  | D |                  |
| Common Stock | 02/19/2016 | M                | 257 | A | \$ 0 <sup>(1)</sup> | 9,891  | D |                  |
| Common Stock | 02/19/2016 | D                | 257 | D | \$ 68.25            | 9,634  | D |                  |
| Common Stock | 02/19/2016 | M                | 257 | A | \$ 0 <sup>(1)</sup> | 9,891  | D |                  |
| Common Stock | 02/19/2016 | F <sup>(2)</sup> | 119 | D | \$ 68.25            | 9,772  | D |                  |
| Common Stock | 02/19/2016 | M                | 260 | A | \$ 0 <sup>(1)</sup> | 10,032 | D |                  |
| Common Stock | 02/19/2016 | D                | 260 | D | \$ 68.25            | 9,772  | D |                  |
| Common Stock | 02/19/2016 | M                | 260 | A | \$ 0 <sup>(1)</sup> | 10,032 | D |                  |
| Common Stock | 02/19/2016 | F <sup>(2)</sup> | 120 | D | \$ 68.25            | 9,912  | D |                  |
| Common Stock | 02/19/2016 | A                | 85  | A | \$ 0 <sup>(3)</sup> | 9,997  | D |                  |
| Common Stock | 02/19/2016 | F <sup>(2)</sup> | 42  | D | \$ 68.25            | 9,955  | D |                  |
| Common Stock |            |                  |     |   |                     | 1      | I | by wife's 401(k) |

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 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

of (D)  
(Instr. 3, 4,  
and 5)

|                              |     |            | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |     |
|------------------------------|-----|------------|------|---|-----|-----|---------------------|--------------------|-----------------|--|-----|
| Restricted<br>Stock<br>Units | (1) | 02/19/2016 | M    |   |     | 476 | (4)                 | (4)                | Common<br>Stock | 476                                    | (1) |
| Restricted<br>Stock<br>Units | (1) | 02/19/2016 | M    |   |     | 410 | (5)                 | (5)                | Common<br>Stock | 410                                    | (1) |
| Restricted<br>Stock<br>Units | (1) | 02/19/2016 | M    |   |     | 514 | (6)                 | (6)                | Common<br>Stock | 514                                    | (1) |
| Restricted<br>Stock<br>Units | (1) | 02/19/2016 | M    |   |     | 520 | (7)                 | (7)                | Common<br>Stock | 520                                    | (1) |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

FROETSCHER DANIEL T  
400 NORTH FIFTH STREET  
MS 8602  
PHOENIX, AZ 85004

SVP, Trans, Distr & Cust-APS

## Signatures

/s/ Diane Wood,  
Attorney-in-Fact

02/23/2016

\*\*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).

- Each Restricted Stock Unit represents a contingent right to receive the economic equivalent of one share of the Company's common stock. The Restricted Stock Units will be settled, at the reporting person's election, in shares of common stock or 50% in common stock and 50% in cash.
- Shares retained by the Company for the purpose of meeting tax withholding requirements. The recipient retained all other shares.
  - Represents shares of common stock received by the individual in settlement of dividend rights granted in connection with the 2012, 2013, 2014 and 2015 Restricted Stock Unit grants.
  - The Restricted Stock Units award was granted and was effective in February 2012, and vests in four equal, annual installments beginning on February 20, 2013. Since February 20, 2016 was a Saturday, the Restricted Stock Units vested and were released on February 19, 2016.

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(5) The Restricted Stock Units award was granted and was effective in February 2013, and vests in four equal, annual installments beginning on February 20, 2014. Since February 20, 2016 was a Saturday, the Restricted Stock Units vested and were released on February 19, 2016.

(6) The Restricted Stock Units award was granted and was effective in February 2014, and vests in four equal, annual installments beginning on February 20, 2015. Since February 20, 2016 was a Saturday, the Restricted Stock Units vested and were released on February 19, 2016.

(7) The Restricted Stock Units award was granted and was effective in February 2015, and vests in four equal, annual installments beginning on February 20, 2016. Since February 20, 2016 was a Saturday, the Restricted Stock Units vested and were released on February 19, 2016.

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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