

FPL GROUP INC
Form 8-K
June 13, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of earliest event reported:

June 12, 2007

| Commission File Number | Exact name of registrant as specified in its charter, address of principal executive offices and registrant's telephone number | IRS Employer Identification Number |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| 1-8841 | FPL GROUP, INC. 700 Universe Boulevard Juno Beach, Florida 33408 (561) 694-4000 | 59-2449419 |

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State or other jurisdiction of incorporation or organization: Florida

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 8 - OTHER EVENTS

Item 8.01 Other Events

On June 12, 2007, FPL Group Capital Inc (FPL Group Capital), a wholly-owned subsidiary of FPL Group, Inc. (FPL Group), sold \$400 million principal amount of its Series C Junior Subordinated Debentures due 2067. The debentures will initially bear interest at 6.65% per year, payable semi-annually, and, beginning June 15, 2017, will bear interest at the three-month LIBOR rate plus 212.5 basis points, reset and payable quarterly. The debentures are fully and unconditionally guaranteed on a subordinated basis by FPL Group. The debentures were sold pursuant to a Prospectus Supplement dated June 6, 2007 to a Prospectus dated May 3, 2007 and were sold pursuant to Registration Statement Nos. 333-137120, 333-137120-01, 333-137120-02, 333-137120-03, 333-137120-04, 333-137120-05, 333-137120-06, 333-137120-07 and 333-137120-08, as amended. This Current Report on Form 8-K is being filed to report as exhibits certain documents in connection with this offering.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed pursuant to Item 9.01 herein.

Exhibit
Number

Description

| | |
|------|-----------------------------------------------------------------------------------------------------------------------|
| 4(a) | Officer's Certificate of FPL Group Capital Inc and FPL Group, Inc., dated June 12, 2007, creating the Series C Junior |
|------|-----------------------------------------------------------------------------------------------------------------------|

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Subordinated Debentures due 2067

4(b)

Replacement Capital Covenant, dated June 12, 2007
by FPL Group Capital Inc and FPL Group, Inc.

5(a)

Opinion and Consent, dated June 12, 2007, of Squire,
Sanders & Dempsey L.L.P., counsel to FPL Group, Inc.
and FPL Group Capital Inc

5(b) and 8

Opinion and Consent, dated June 12, 2007, of Thelen
Reid Brown Raysman & Steiner LLP, counsel to FPL
Group, Inc. and FPL Group Capital Inc

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FPL GROUP, INC.
(Registrant)

Date: June 12, 2007

K. MICHAEL DAVIS

K. Michael Davis
Controller and Chief Accounting Officer of FPL
Group, Inc.
(Principal Accounting Officer of the Registrant)