

DEWHURST MORAY P  
Form 4  
May 08, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DEWHURST MORAY P

(Last) (First) (Middle)

FPL GROUP, INC., 700 UNIVERSE BOULEVARD

(Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
VP / Sr VP of Sub

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/07/2008		M	25,000 A \$ 27.68	189,857 <sup>(1)</sup>	D	
Common Stock	05/07/2008		S	300 D \$ 66.22	189,557 <sup>(1)</sup>	D	
Common Stock	05/07/2008		S	20,100 D \$ 66.23	169,457 <sup>(1)</sup>	D	
Common Stock	05/07/2008		S	100 D \$ 66.26	169,357 <sup>(1)</sup>	D	
Common Stock	05/07/2008		S	100 D \$ 66.28	169,257 <sup>(1)</sup>	D	

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Common Stock	05/07/2008	S	100	D	\$ 66.29	169,157 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	100	D	\$ 66.3	169,057 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	100	D	\$ 66.31	168,957 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	200	D	\$ 66.32	168,757 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	300	D	\$ 66.33	168,457 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	200	D	\$ 66.34	168,257 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	100	D	\$ 66.35	168,157 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	200	D	\$ 66.36	167,957 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	200	D	\$ 66.37	167,757 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	2,400	D	\$ 66.38	165,357 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	100	D	\$ 66.39	165,257 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	200	D	\$ 66.4	165,057 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	100	D	\$ 66.41	164,957 <sup>(1)</sup>	D	
Common Stock	05/07/2008	S	100	D	\$ 66.42	164,857 <sup>(1)</sup>	D	
Common Stock						1,955	I	By Thrift Plans Trust
Common Stock						25,219 <sup>(2)</sup>	I	By Rabbi 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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(3)					(3)	(3)	Common Stock	(3)
Employee Stock Option (Right to Buy)	\$ 27.68	05/07/2008		M	25,000	(4)	09/17/2011	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 26.32					(4)	02/11/2012	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 27.56					(4)	02/13/2013	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 32.46					(4)	02/12/2014	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 36.95					(4)	01/03/2015	Common Stock	60,000
Employee Stock Option (Right to Buy)	\$ 41.76					(6)	02/16/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 59.05					(7)	02/15/2017	Common Stock	35,834

Employee Stock Option (Right to Buy)	\$ 64.69	(8)	02/15/2018	Common Stock	39,240
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEWHURST MORAY P FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408			VP	Sr VP of Sub

## Signatures

Alissa E. Ballot (Attorney-in-fact)	05/08/2008
**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) Includes 21,602 shares deferred until reporting person's retirement.
- (2) Deferred shares held by Trustee of grantor trust in which reporting person has a pecuniary interest only.  
Phantom shares are annually credited to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan in an amount determined by dividing an amount equal to (a)
- (3) certain matching contributions in excess of the limits of the Issuer's Thrift Plan ("Thrift Plan") plus (b) theoretical earnings thereon, by (c) the closing price of the Issuer's common stock on December 31 of the relevant year. The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (4) Options are currently exercisable.
- (5) Not applicable.
- (6) Options to buy 33,334 shares are currently exercisable and options to buy 16,666 shares become exercisable on 02/16/2009.
- (7) Options to buy 11,944 shares are currently exercisable and options to buy 11,945 shares become exercisable on each of 02/15/2009 and 02/15/2010.
- (8) Options to buy 13,080 shares become exercisable on each of 02/15/2009, 02/15/2010 and 02/15/2011.

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.