ARNELLE H JESSE

Form 4

December 18, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

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

1(b).

(Last)

Security

(Instr. 3)

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * ARNELLE H JESSE

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

400 URBANO DRIVE

FPL GROUP INC [FPL]

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify below)

(Check all applicable)

12/15/2006

(Street) 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

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

SAN FRANCISCO, CA 94127

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8 |
|-------------|-------------|---------------------|--------------------|---------------|------------|-------------------------|------------------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactionof | | Expiration Date | Underlying Securities | Ι |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) | S |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Securities | | | (|

Edgar Filing: ARNELLE H JESSE - Form 4

| Derivative Security | | | | | (A) Disp of (I | osed O) er. 3, 4, | | | | | |
|---|------------|------------|---|--------|----------------------|-------------------------|---------------------|--------------------|-----------------|--|--|
| | | | , | Code ' | V (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Shares | <u>(1)</u> | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | <u>(1)</u> | |
| Phantom Stock Units | <u>(2)</u> | 12/15/2006 | | A | 291 (2) | | (2) | (2) | Common Stock | <u>(2)</u> | |
| Deferred Compensation Stock Units | <u>(5)</u> | 12/15/2006 | | A | 20 | | <u>(5)</u> | <u>(5)</u> | Common Stock | <u>(5)</u> | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| ARNELLE H JESSE | *** | | | | | |
| 400 URBANO DRIVE | X | | | | | |
| SAN FRANCISCO, CA 94127 | | | | | | |

Signatures

Alissa E. Ballot (Attorney-in-Fact) 12/18/2006

**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).
- Phantom Shares credited to an account for the reporting person pursuant to the FPL Group, Inc. Supplemental Pension Plan for

 (1) Non-Employee Directors established in connection with the termination of the FPL Group, Inc. Non-Employee Director Retirement Plan.

 Accounts are payable in cash at the end of the deferral period.
 - Phantom Stock Units approximate the number of phantom shares of the Issuer's common stock attributable to phantom units credited to the reporting person's account under the FPL Group, Inc. Deferred Compensation Plan (the "Plan"). Amounts deferred under the Plan, including amounts attributable to reinvested dividends, are deemed to be invested in a number of unfunded theoretical units equal to the
- (2) number of units which would have been credited if the deferred amounts had been invested in the Issuer's company stock fund in its Thrift Plan (the "Stock Fund"). The Stock Fund is accounted for in units of a unitized pool of stock and cash. Phantom Stock Units are estimated based on the number of shares of the Issuer's common stock in the Stock Fund and the number of theoretical units credited to the reporting person. Accounts are payable in cash at the end of the deferral period.
- (3) Closing price of Issuer's common stock on NYSE on the relevant date (price used to value units in the Stock Fund).
- (4) Differences in holdings between any given dates may result from varying percentages of cash and stock held in the Stock Fund on those dates.

Reporting Owners 2

Edgar Filing: ARNELLE H JESSE - Form 4

- Credited as a phantom dividend on phantom stock in reporting person's account under the Director and Executive Compensation Deferral Plan (the "Deferral Plan"). Amounts deferred under the Deferral Plan and phantom dividends thereon are deemed to be invested in that number of theoretical shares of Issuer common stock determined by dividing the dollar amount deferred by the fair market value (as defined in the Deferral Plan) of one share of such common stock. Accounts are payable in cash at the end of the deferral period.
- (6) Mean between the high and low sales prices of the Issuer's common stock on the relevant date, which is fair market value as defined in the Deferral Plan.

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.