

FPL GROUP INC  
Form 4  
March 18, 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 \*  
**HAY LEWIS III**

(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)  
**03/17/2008**

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)  
Chairman & CEO / Chairman/CEO 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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)	
Common Stock	03/17/2008		S <sup>(1)</sup>	4,000	D	\$ 60.84	182,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008		S <sup>(1)</sup>	5,000	D	\$ 60.85	177,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008		S <sup>(1)</sup>	1,000	D	\$ 60.86	176,340	I	By Hay Family Limited Partnership

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Common Stock	03/17/2008	<u>S(1)</u>	3,900	D	\$ 60.87	172,440	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	1,100	D	\$ 60.88	171,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 60.93	166,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 60.99	161,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 61.06	156,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	3,800	D	\$ 61.07	152,540	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	600	D	\$ 61.08	151,940	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	100	D	\$ 61.1	151,840	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 61.11	146,840	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,500	D	\$ 61.17	141,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	<u>S(1)</u>	5,000	D	\$ 61.2	136,340	I	By Hay Family Limited Partnership
	03/17/2008	<u>S(1)</u>	4,600	D		131,740	I	

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Common Stock						\$ 61.21			By Hay Family Limited Partnership
Common Stock	03/17/2008	S <sup>(1)</sup>	300	D		\$ 61.22	131,440	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	S <sup>(1)</sup>	100	D		\$ 61.23	131,340	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	S <sup>(1)</sup>	2,100	D		\$ 61.28	129,240	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	S <sup>(1)</sup>	2,200	D		\$ 61.35	127,040	I	By Hay Family Limited Partnership
Common Stock	03/17/2008	S <sup>(1)</sup>	700	D		\$ 61.4	126,340	I	By Hay Family Limited Partnership
Common Stock	03/18/2008	G <sup>(2)</sup>	V 110,890	A		(3)	237,230	I	By Hay Family Limited Partnership
Common Stock	03/18/2008	G <sup>(2)</sup>	V 110,890	D		(3)	308,952 <sup>(4)</sup>	D	
Common Stock							2,718	I	By Thrift Plans 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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	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)	9. Nu Deriv Secur Bene Own
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Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAY LEWIS III FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408	X		Chairman & CEO	Chairman/CEO of Sub

## Signatures

Alissa E. Ballot  
(Attorney-in-Fact) 03/18/2008

    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) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2007.
- (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 limited partners of which are the reporting person and his wife.
- (3) Not applicable.
- (4) Includes 203,655 shares deferred until the reporting person's retirement.

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.