

JAMES RICHARD E
Form 4
February 22, 2005

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 *
JAMES RICHARD E

(Last) (First) (Middle)

700 NORTH ADAMS STREET, P. O. BOX 19001

(Street)

GREEN BAY, WI 543079001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WPS RESOURCES CORP [WPS]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)

VP - Corporate Planning

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

| 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 (D) Price | | | |
| Common Stock | 02/18/2005 | | M | 135 A \$ 53.21 | 135 | D | |
| Common Stock | 02/18/2005 | | S | 135 D \$ 52.5028 | 0 | D | |
| Common Stock | | | | | 2,666.4713 | I | By ESOP |
| Common Stock | | | | | 1,022 | I | Joint with Spouse |

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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Performance Rights | <u>(1)</u> | 02/18/2005 | | M | 956 | 01/01/2005 ⁽¹⁾ 06/30/2005 | Common Stock |
| Phantom Stock Unit | <u>(2)</u> | 02/18/2005 | | M | 1,514 | <u>(3)</u> <u>(3)</u> | Common Stock |
| Employee Stock Option (Right to buy) | \$ 34.75 <u>(4)</u> | | | | | 12/14/2001 12/14/2010 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 34.09 <u>(5)</u> | | | | | 12/13/2002 12/13/2011 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 37.96 <u>(6)</u> | | | | | 12/12/2003 12/12/2012 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 44.73 <u>(7)</u> | | | | | 12/10/2004 12/10/2013 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 48.11 <u>(8)</u> | | | | | 12/08/2005 12/08/2014 | Common Stock |
| Performance Rights | \$ 0 <u>(1)</u> | | | | | 01/01/2006 ⁽¹⁾ 06/30/2006 | Common Stock |
| | \$ 0 <u>(1)</u> | | | | | 01/01/2007 ⁽¹⁾ 06/30/2007 | |

Performance
Rights

Common
Stock

Performance
Rights \$ 0 ⁽¹⁾

01/01/2008⁽¹⁾ 06/30/2008

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMES RICHARD E 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 543079001 | | | VP - Corporate Planning | |

Signatures

By: Barth J. Wolf (See POA filed August 2002) 02/22/2005

 **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) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (2) These phantom stock units convert to common stock on a one-for-one basis.
- (3) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (4) The option vests in four equal annual installments beginning on December 14, 2001.
- (5) The option vests in four equal annual installments beginning on December 13, 2002.
- (6) The option vests in four equal annual installments beginning on December 12, 2003.
- (7) The option vests in four equal annual installments beginning on December 10, 2004.
- (8) The option vests in four equal annual installments beginning on December 8, 2005.

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.