

PINNACLE WEST CAPITAL CORP
 Form 4
 February 24, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Falck David P

2. Issuer Name and Ticker or Trading Symbol
 PINNACLE WEST CAPITAL CORP [PNW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 400 N. 5TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & GC

PHOENIX, AZ 85004
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/20/2015		M		1,049 A \$ 0 ⁽¹⁾	41,630	D
Common Stock	02/20/2015		D		1,049 D \$ 65.77	40,581	D
Common Stock	02/20/2015		M		1,049 A \$ 0 ⁽¹⁾	41,630	D
Common Stock	02/20/2015		F ⁽²⁾		478 D \$ 65.77	41,152	D
Common Stock	02/20/2015		M		831 A \$ 0 ⁽¹⁾	41,983	D

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Common Stock	02/20/2015		D	831	D	\$ 65.77	41,152	D
Common Stock	02/20/2015		M	831	A	\$ 0 ⁽¹⁾	41,983	D
Common Stock	02/20/2015		F ⁽²⁾	379	D	\$ 65.77	41,604	D
Common Stock	02/20/2015		M	716	A	\$ 0 ⁽¹⁾	42,320	D
Common Stock	02/20/2015		D	716	D	\$ 65.77	41,604	D
Common Stock	02/20/2015		M	716	A	\$ 0 ⁽¹⁾	42,320	D
Common Stock	02/20/2015		F ⁽²⁾	327	D	\$ 65.77	41,993	D
Common Stock	02/20/2015		M	770	A	\$ 0 ⁽¹⁾	42,763	D
Common Stock	02/20/2015		D	770	D	\$ 65.77	41,993	D
Common Stock	02/20/2015		M	770	A	\$ 0	42,763	D
Common Stock	02/20/2015		F ⁽²⁾	351	D	\$ 65.77	42,412	D
Common Stock	02/20/2015		A	324	A	\$ 0 ⁽³⁾	42,736	D
Common Stock	02/20/2015		F ⁽²⁾	149	D	\$ 65.77	42,587	D

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 Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr.
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)		
Restricted Stock Units	(1)	02/20/2015	M				Common Stock	2,098
Restricted Stock Units	(1)	02/20/2015	M				Common Stock	1,662
Restricted Stock Units	(1)	02/20/2015	M				Common Stock	1,432
Restricted Stock Units	(1)	02/20/2015	M				Common Stock	1,540

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Falck David P 400 N. 5TH STREET PHOENIX, AZ 85004			EVP & GC	

Signatures

/s/ Diane Wood,
Attorney-in-Fact

02/24/2015

__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).

- Each Restricted Stock Unit represents a contingent right to receive the economic equivalent of one share of the Company's common
- (1) stock. The Restricted Stock Units will be settled, at the reporting person's election, in shares of common stock or 50% in common stock and 50% in cash.
 - (2) Shares retained by the Company for the purpose of meeting tax withholding requirements. The recipient retained all other shares.
 - (3) Represents shares of common stock received by the individual in settlement of dividend rights granted in connection with the 2011, 2012, 2013 and 2014 Restricted Stock Unit grants.
 - (4) The Restricted Stock Units award was granted and was effective in February 2011, and vest in four equal, annual installments beginning on February 20, 2012.
 - (5) The Restricted Stock Units award was granted and was effective in February 2012, and vest in four equal, annual installments beginning on February 20, 2013.
 - (6) The Restricted Stock Units award was granted and was effective in February 2013, and vest in four equal, annual installments beginning on February 20, 2014.

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- (7) The Restricted Stock Units award was granted and was effective in February 2014, and vest in four equal, annual installments beginning on February 20, 2015.

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