

THOMPSON MICHAEL G
Form 4
February 27, 2003

FORM 4

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

OMB APPROVAL

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

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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

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| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person* Thompson Michael G. (Last) (First) (Middle) | | 2. Issuer Name and Ticker or Trading Symbol Entergy Corporation (ETR) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President and General Counsel | |
| Entergy Corporation 639 Loyola Avenue | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 02/25/03 | |
| (Street) New Orleans, LA 70113 | | | | 5. If Amendment, Date of Original (Month/Day/Year) | |
| (City) (State) (Zip) | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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) |
| Entergy Corporation Common Stock | 02/25/03 | | P | | | 7,000 (1) | A | 45.2509 | D | |
| Entergy Corporation Common Stock | 02/25/03 | | F ⁽¹⁾ | | | 6,826 | D | 45.2509 | D | |
| Entergy Corporation Common Stock | 02/25/03 | | M | | | 6,826 (1) | A | 23.00 | D | |
| Entergy Corporation Common Stock | 02/25/03 | | S | | | 7,000 (1) | D | 45.2563 | D | |
| Entergy Corporation Common Stock | | | | | | | | 2,917 | I | Savings Plan Balance 12/31/02 |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Name of Indirect Owner (Instr. 4) |
|---|--|---|---|-----------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | 23.00 | 02/25/03 | | M | | 13,334 | (1) | 07/27/00 | 01/27/10 | ETR Common | 13,334 | | 0 (1) | D | |
| Phantom Units | 1-for-1 | 02/25/03 | | M | | 6,508 | (1) | Note 1 | Note 1 | ETR Common | 6,508 | | 6,508 | D | |
| Employee Stock Option (right to buy) | 45.25 | 02/25/03 | | A | | 6,826 | (1) | 02/25/03 | 02/25/03 | ETR Common | 6,826 | | 6,826 | D | |

Explanation of Responses:

(1) The filing individual engaged in a "Stock for Stock" exercise of 13,334 options. The exercise price, tax withholding and commission price were paid by surrendering 6,826 shares to the Company, which the filing individual purchased on the open market on February 25, 2003 (a total purchase of 7,000 shares was made on February 25, 2003). Following the exercise, the filing individual received 6,826 shares plus his gain (6,508 shares), the value of which 6,508 shares was deferred into phantom Entergy units held in a brokerage account. The deferral is until the earlier of January 3, 2005 or retirement from the Company. After computing brokerage commissions, the reporting person did not realize profit in connection with purchases and sales as reported in this Form 4 and in the previous Form 4's filed during the past six months. Additional information concerning "Stock-for-Stock" exercises can be found in a Form 8-K filed by the Company on May 1, 2002.

By: /s/ **Christopher T. Screen**
for Michael G. Thompson

02/27/03
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, See Instruction 6 for procedure.

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