

Edgar Filing: PINNACLE WEST CAPITAL CORP - Form 5

PINNACLE WEST CAPITAL CORP

Form 5

February 14, 2003

FORM 5

OMB APPROVAL

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[X] Check this box if no longer subject of Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

[] Form 3 Holdings Report

[] Form 4 Transactions Reported

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1. Name and Address of Reporting Person*

Palmeri Michael V.

(Last) (First) (Middle)

400 N. Fifth Street

(Street)

Phoenix AZ 85004

(City) (State) (Zip)

=====

2. Issuer Name AND Ticker or Trading Symbol

Pinnacle West Capital Corporation (PNW)

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3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

=====

4. Statement for Month/Year

12/02

=====

5. If Amendment, Date of Original (Month/Year)

=====

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

[] Director

[] 10% Owner

[] Officer (give title below)

[X] Other (specify below)

Former Officer

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7. Individual or Joint/Group Filing (Check applicable line)
 Form filed by One Reporting Person
 Form filed by More Than one Reporting Person

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Form 5 (continued)

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

1. Title of Security (Instr. 3)	2. Trans- action 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 Secur- ities Bene- ficially Owned at End of Fiscal Year (Instr. 3 and 4)
Common Stock	6-19-02		A	2,150 A	2,238
Common Stock					1,866

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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Form 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conver- sion of Exer- cise	3A. Deemed Execu-	3. Execu-	5. Number of Deriv- ative Secur- ities Acquired (A) or	6. Date Exercisable and	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of
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1.	Price of	Transaction Date, if any	4. Transaction Code	Disposed of (Instr. 3, 4 and 5)	Expiration Date (Month/Day/Year)	Derivative or Security Title	Amount or Number of Shares	Derivative or Security (Instr. 5)
Employee Stock Option (Right to Buy)	\$38.37	6-19-02	A	10,750	(1) 6-19-12	Common Stock	10,750	

Employee
Stock Option
(Right to Buy)

\$38.37 6-19-02 A 10,750 (1) 6-19-12 Common Stock 10,750

Explanation of Responses:

- (1) The option becomes exercisable 1/3 of the grant per year commencing 6-19-03. The standard three year vesting period can be accelerated up to one year if specified earnings targets are met.

Michael V. Palmeri

February 13, 2003

**Signature of Reporting Person

Date

Michael V. Palmer

** 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 provided is insufficient, see Instruction 6 for procedures.