

FPL GROUP INC
 Form 4
 February 14, 2003

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

FORM 4 STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the
 Securities Exchange Act of 1934

W Check this box if no longer
 subject to Section 16. Form 4 or
 Form 5 obligations may continue.

1. Name and Address of Reporting Person Hay III, Lewis		2. Issuer Name and Ticker or Trading Symbol FPL Group, Inc. (FPL)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				<input checked="" type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner
				<input checked="" type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	Other (specify below)
(Last)	(First)	(Middle)	3. R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year February 12, 2003	(1)		
FPL Group, Inc. 700 Universe Boulevard					7. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) Juno Beach, FL 33408				5. If Amendment, Date of Original (Month/Day/Year)	<input checked="" type="checkbox"/>	Form filed by One Reporting Person	
(City)	(State)	(Zip)			<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	2. Transaction Date (Month/Day/Year)	3. Action Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	D	Price			
	--	--	--	--	--	--	--	565.1727	I	

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Common Stock										By Thrift Plan Trust
Common Stock	--	--	--	--	--	--	--	5,000	I	By Hay Family Limited Partnership
Common Stock	2/12/03	--	F (2)		4,506	D	\$54.20	40,216 (3)	D	

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of, or Exercised (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security	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				5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities		8. Price of Derivative Security
				Code	V	A	D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

(1)

Chairman of the Board, President and Chief Executive Officer and Director of FPL Group, Inc.; Chairman of the Board and Chief Executive Officer and Director of Florida Power & Light Company (subsidiary of Issuer).

(2) Restricted stock withheld by Issuer to satisfy tax withholding obligation on vesting of restricted stock which was granted on February 12, 2001.

(3) Receipt of 1,600 shares deferred until Mr. Hay's retirement.

DENNIS P. COYLE

Signature of Reporting
Person

February 13, 2003

Date