

FPL GROUP INC
Form 4
February 19, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGRATH ROBERT L

(Last) (First) (Middle)

**FPL GROUP, INC., 700 UNIVERSE
BOULEVARD**

(Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FPL GROUP INC [FPL]

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

02/15/2008

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 ____X____ Other (specify
below) below)

VP Eng, Const. & Corp Svcs / Sr VP
Eng/Const/Corp Svcs-Sub

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)
Common Stock	02/15/2008		F ⁽¹⁾	1,145 D	\$ 64.69 30,858 ⁽²⁾	D	
Common Stock	02/15/2008		A ⁽³⁾	5,022 A	\$ 0 ⁽¹²⁾ 35,880 ⁽²⁾	D	
Common Stock	02/15/2008		A ⁽⁴⁾	7,533 A	\$ 0 ⁽¹²⁾ 43,413 ⁽²⁾	D	
Common Stock	02/15/2008		F ⁽⁵⁾	1,993 D	\$ 64.69 41,420 ⁽²⁾	D	
Common Stock					6,054	I	Thrift Plans

Trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(6)	02/15/2008		A		256		(6)	(6)	Common Stock	(6)
Phantom Shares	(7)	02/15/2008		A		958		(7)	(7)	Common Stock	(7)
Employee Stock Option (Right to Buy)	\$ 26.32							(8)	02/11/2012	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 27.56							(8)	02/13/2013	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 32.46							(8)	02/12/2014	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 36.95							(8)	01/03/2015	Common Stock	15,000

Employee Stock Option (Right to Buy)	\$ 41.76				(9)	02/16/2016	Common Stock	13,500
Employee Stock Option (Right to Buy)	\$ 59.05				(10)	02/15/2017	Common Stock	9,807
Employee Stock Option (Right to Buy)	\$ 64.69	02/15/2008	A	9,592	(11)	02/15/2018	Common Stock	9,592

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRATH ROBERT L FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408			VP Eng, Const. & Corp Svs	Sr VP Eng/Const/Corp Svcs-Sub

Signatures

Alissa E. Ballot
(Attorney-in-Fact) 02/19/2008

__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) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 17, 2005, February 16, 2006 and February 15, 2007.
- (2) Includes 4,950 shares deferred until reporting person's retirement.
- (3) Restricted stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (4) Shares acquired in settlement of performance share awards (which were not derivative securities) under Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (5) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 15, 2008 in settlement of performance share awards.
- (6) Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan ("SERP") in an amount approved on the transaction date by the Issuer's Compensation Committee, which amount is determined by dividing an amount equal to (a) certain matching contributions in excess of the limits of the Issuer's Thrift Plan ("Thrift Plan") plus (b) theoretical earnings, by (c) the closing price of the Issuer's common stock on the last business day of the relevant year (\$67.78 in 2007). The value of the SMCA is payable in cash following the reporting

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person's termination of employment with the Issuer and its subsidiaries.

A special supplemental credit of phantom shares approved by the Issuer's Compensation Committee and credited to the SMCA for the reporting person in the SERP in an amount approved on the transaction date by the Issuer's Compensation Committee pursuant to a SERP supplement adopted on such date. The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.

- (7)
- (8) Options are currently exercisable.
- (9) Options to buy 4,500 shares are currently exercisable and options to buy 4,500 shares become exercisable on each of 02/16/2008 and 02/16/2009.
- (10) Options to buy 3,269 shares are currently exercisable and options to buy 3,269 shares become exercisable on each of 02/15/2009 and 02/15/2010.
- (11) Options to buy 3,198 shares become exercisable on 02/15/2009 and options to buy 3,197 shares become exercisable on each of 02/15/2010 and 02/15/2011.
- (12) Not applicable.

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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