

Edgar Filing: PINNACLE WEST CAPITAL CORP - Form 4

PINNACLE WEST CAPITAL CORP

Form 4

May 10, 2001

FORM 4

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

OMB APPROVAL

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

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(f) of the
Investment Company Act of 1940

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1. Name and Address of Reporting Person*

Stewart William L.

(Last) (First) (Middle)

400 North Fifth Street

(Street)

Phoenix Arizona 85004

(City) (State) (Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

Pinnacle West Capital Corporation (PNW)

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3. IRS Or Social Security
Number of Reporting
Person (Voluntary)

=====

4. Statement for Month/Year

April 2001

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

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

[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)

President, APS Generation

=====

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] Form filed by One Reporting Person

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[] Form filed by More than One Reporting Person

Form 4 (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)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indire (Instr.
		Code V	Amount (A) or (D) Price		
Common Stock	4-25-01	M	1,064 A \$34.65		
Common Stock	4-25-01	F	4,770** D \$49.88	45,991	D

** The minimum amount of shares were sold solely for the purpose of meeting tax withholding requirements. Mr. Stewart retained all other shares received upon the noted option exercise.

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. Conver- sion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
			Code V	(A) (D)
Employee Stock Option (Right to Buy)	\$34.65	4-25-01	M	5,834

6. Date Exer- cisable and Expiration Date (Month/ Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Security (Instr. 5)	9. Number of Deriv- ative Securities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4)
Date Exer- cisable	Title	Amount or Number of Shares			
(1) 11-17-09	Common Stock	5,834	11,666	D	

Explanation of Responses:

(1) The option became exercisable 1/3 of the grant per year commencing

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11-17-00.

William L. Stewart

5-10-01

**Signature of Reporting Person
William L. Stewart

Date

** 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.