

FPL GROUP INC
 Form 4
 December 26, 2002

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 Arnelle, H. Jesse | 2. Issuer Name and Ticker or Trading Symbol FPL Group, Inc. (FPL) | | 6. Relationship of Reporting Person to Issuer (Check all applicable) | | |
| | | | <input checked="" type="checkbox"/> Director | | 10% |
| | | | <input type="checkbox"/> Officer (give title below) | | Other (specify below) |
| (Last) (First) (Middle) 400 Urbano Drive | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year December 23, 2002 | | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| (Street) San Francisco, CA 94127 | | 5. If Amendment, Date of Original (Month/Day/Year) | <input checked="" type="checkbox"/> | Form filed by One Reporting Person | |
| (City) (State) (Zip) | | | | 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) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: (D) or Indirect (I) | 7. Ownership Form: (D) or Indirect (I) |
|----------------------|---|---|---------------------|---|--------|--------|-------|--|--|--|
| | | | Code | V | Amount | A or D | Price | | | |
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|--|--|-------|--|--|--|--|--|--|--|--|--|--|--|
| | | Year) | | | | | | | | | | | |
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| FORM 4 (continued) | | Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, contracts) | | | | | | | | | | |
|---------------------------------|--|--|---|---------------------|---|--|---|--|-----------------|--|----------------------------|--|
| 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 | | |
| | | | | Code | V | A | D | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Shares | -- | -- | -- | -- | - | -- | - | -- | -- | -- | - | |
| Phantom Stock Units | (2) | 12/23/02 | -- | A | | 33.0652 | | (2) | (2) | Common Stock | (2) | |
| Deferred Compensation | -- | -- | -- | -- | | -- | | -- | -- | -- | - | |

