

ENTERGY CORP /DE/
Form 4
February 03, 2003

FORM 4

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person* SHANKS, CAROLYN C. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol ENTERGY CORPORATION (ETR)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) "Officer" Pursuant to Section 16 Rules		
308 East Pearl St., 10th Floor			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 01/30/03		
(Street) Jackson, MS 39215			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

1. Title of Security (Instr. 3)			2. Trans-action Date (Month/ Day/ Year)		2A. Deemed Execution Date, if any (Month/Day/ Year)		3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4)		6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price										

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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. Trans-action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans-action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Owner-ship Form of Derivative Security:	11. Nat. of Indir. Benefic Owners (Instr. 4)

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		Year)	of (D)		Date	Expira- tion Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		
			(Instr. 3, 4 & 5)	(A)							(D)	Date Exer-cisable
Employee Stock Option (right to buy)	44.45	01/30/03	A ⁽¹⁾	14,000	Note 1	01/30/13	ETR Common	14,000	14,000	D		
Equity Units	1 for 1	01/30/03	A ⁽²⁾	3,100	Note 2	Note 2	ETR Common	3,100	45.59	3,100	D	
Equity Units	1 for 1	01/30/03	D		930	Note 2	Note 2	ETR Common	930	45.59	2,170	D

Explanation of Responses:

(1) One-third of these options will vest on each of the first three anniversary dates of the grant. These options were acquired under Entergy's Equity Ownership Plan.

(2) These represent restricted phantom stock units under the Company's 2000-2002 Long Term Incentive Plan. On January 30, 2003 the Personnel Committee of the Board declared a pay-out of 3,100 units to the filing individual, who chose to defer 70% of the value of the units into phantom Entergy units (2,170) held in a brokerage account, receiving the value of the remaining 930 units in cash. The deferral is until the earlier of January 2, 2005 or retirement from the Company.

By: /s/ **Christopher T. Screen**
for **Carolyn C. Shanks**

02/03/03
Date

**Signature of Reporting Person

**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.

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