

MROCZKOWSKI GERALD L

Form 4

December 19, 2002

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	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		OMB APPROVAL OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* Mroczkowski, Gerald Leo (Last) (First) (Middle) 700 North Adams Street P. O. Box 19001 (Street) Green Bay, WI 54307-9001 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol WPS Resources Corporation WPS 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) December 12, 2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ☒ Officer _____ Other _____ Officer/Other Description <u>Chief Executive Officer, WPS Power Development, Inc., a subsidiary</u> 7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Individual Filing ☐ Joint/Group Filing

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount A/D Price			
Common Stock				3,865.8894	I	By ESOP
Common Stock				92.5206	I	By Stock Investment Plan

 (over)
 SEC 1474 (3-99)

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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 Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
Employee Stock Option (Right to buy)	\$37.9600	12/12/2002	A nbsp;nbsp;	(A) 13,660.0000	12/12/2003 (1) 12/12/2012	Common Stock - 13,660.0000	\$37.9600	13,660.0000	D	
Performance Rights	1-for-1	12/12/2002	A nbsp;nbsp;	(A) 1,789.0000	Varies (2) Varies (2)	Common Stock - 1,789.0000	\$37.9600	4,389.0000	D	
Employee Stock Option (Right to buy)	\$29.8750				02/11/2000 (3) 02/11/2009	Common Stock - 12,000.0000		12,000.0000	D	
Employee Stock Option (Right to buy)	\$34.7500				12/14/2001 (4) 12/14/2010	Common Stock - 4,068.0000		4,068.0000	D	
Employee Stock Option (Right to buy)	\$34.0900				12/13/2002 (5) 12/13/2011	Common Stock - 13,364.0000		13,364.0000	D	
Phantom Stock Unit	1-for-1				Varies (6) Varies (6)	Common Stock - 2,596.8343		2,596.8343	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts _____
constitute Federal Criminal Violations. 12-18-2002

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person
Date

Note: File three copies of this Form, one of
which must be manually signed. If space is
insufficient,

Barth J. Wolf (See POA filed August 2002)
Gerald Leo Mroczkowski

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.

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FOOTNOTE Descriptions for WPS Resources Corporation WPS

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Gerald Leo Mroczkowski
700 North Adams Street
P. O. Box 19001
Green Bay, WI 54307-9001

Explanation of responses:

- (2) The option vests in four equal annual installments beginning on December 12, 2003.
- (3) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

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