

STALL JOHN A
Form 4
February 18, 2003

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 Stall, John A.			2. Issuer Name and Ticker or Trading Symbol FPL Group, Inc. (FPL)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
						<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner	
						<input type="checkbox"/>	Officer (give title below)	X	Other (specify below)	
(Last)	(First)	(Middle)	3. R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year February 13, 2003			(1)			
FPL Group, Inc. 700 Universe Boulevard							7. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) Juno Beach, FL 33408				5. If Amendment, Date of Original (Month/Day/Year)			X	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)	3A. Action Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	A or D	Price			
	--	--	--	--	--	--	--	1,032.2969	I	

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Common Stock										By Thrift Plans Trust
Common Stock	2/13/03	--	A (2)		5,000	A	--			
Common Stock	2/13/03	--	A (3)		1,731	A	--	28,504 (4)	D	

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, convertibles)									
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action 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	(5)	2/13/03	--	A		102		(5)	(5)	Common Stock	(5)
Employee Stock Option (Right to Buy)	--	--	--	--	--	--	--	--	--	--	--
Employee Stock Option (Right to Buy)	\$55.12	2/13/03	--	A		25,000		(7)	2/13/13	Common Stock	25,000

(1)

(2) Restricted stock grant made pursuant to the Amended and Restated Long Term Incentive Plan of the Issuer, exempt under Rule 16b-3.

(4) Receipt of 5,579 shares deferred until Mr. Stall's retirement.

(6) On February 11, 2002, the reporting person was granted an Option to purchase 25,000 shares of common stock with an exercise price of \$52.64 per share. The Option (i) vests as to 8,334 shares (on a cumulative basis) on each anniversary of the date of grant beginning on the first anniversary of the date of grant and (ii) expires on February 11, 2012.

(7)

DENNIS P. COYLE

February 14, 2003

Date _____