

FPL GROUP INC
Form 4
February 19, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS K MICHAEL

(Last) (First) (Middle)
FPL GROUP, INC., 9250 WEST FLAGLER STREET
(Street)

MIAMI, FL 33174

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FPL GROUP INC [FPL]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Controller, CAO / VP/CAO of Sub

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2008		F ⁽¹⁾		433	D	\$ 64.69
Common Stock	02/15/2008		A ⁽³⁾		2,432	A	\$ 0 (11)
Common Stock	02/15/2008		A ⁽⁴⁾		4,621	A	\$ 0 (11)
Common Stock	02/15/2008		F ⁽⁵⁾		1,223	D	\$ 64.69
Common Stock							1,254

By Thrift Plans Trust

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Common Stock 3,296 I By Wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Phantom Shares	(6)	02/15/2008		A	1,106	(6) (6)	Common Stock	(6)
Employee Stock Option (Right to Buy)	\$ 27.56					(7) 02/13/2013	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 32.46					(7) 02/12/2014	Common Stock	6,666
Employee Stock Option (Right to Buy)	\$ 36.95					(7) 01/03/2015	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 41.76					(8) 02/16/2016	Common Stock	7,000
	\$ 59.05					(9) 02/15/2017		4,903

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- (10) Options to buy 1,598 shares become exercisable on 02/15/2009 and options to buy 1,599 shares become exercisable on each of 02/15/2010 and 02/15/2011.
- (11) Not applicable

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