COYLE DENNIS P

Form 5

February 03, 2005

FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

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

Expires:

Number:

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

3235-0362

January 31,

2005

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

| 1. Name and Address of Reporting Person ** COYLE DENNIS P | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---------|----------|--|---|--|--|--|
| | | | FPL GROUP INC [FPL] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended | | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| | | | 12/31/2004 | X_ Officer (give titleX_ Other (specify | | | |
| FPL GROUP, INC., 700 UNIVERSE BOULEVARD (Street) | | | | below) below) | | | |
| | | | | General Counsel/Secretary / Dir/Gen Couns/Secretary of Sub | | | |
| | | | | | | | |
| | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Reporting | | | |
| | | | Filed(Month/Day/Year) | | | | |
| | | | · · · · · · · · · · · · · · · · · · · | (check applicable line) | | | |

JUNO BEACH, Â FLÂ 33408

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

| (City) | (State) (Zip) 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. Securi Acquired Disposed (Instr. 3, | d (A) of d of (D) 4 and (A) or |)) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | Â | Â | Â | Â | Â | Â | 664 | I | By Thrift Plans Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 25 (1) | I | By Wife |
| Common Stock | 04/23/2004 | Â | G(2) | 8,556 | D | \$ 0 (3) | 19,514 (4) | D | Â |
| Common Stock | 04/23/2004 | Â | G(2) | 8,556 | A | \$ 0 (3) | 27,198 <u>(4)</u> <u>(5)</u> | I | By Coyle Holdings |

Limited Partnership

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of |
|------------------------|------------------------|---------------------|------------------------|---------------------|-----------------|----------------------------|-----------------|---------------|----------|------------------------|
| Derivative Security | Conversion or Exercise | (Month/Day/Year) | Execution Date, if any | Transaction Code | Number of | Expiration Da (Month/Day/) | | Amou Under | | Derivative Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | ` , | i cai j | Securi | , , | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Evaluation | | or | |
| | | | | | | Exercisable | Expiration Date | | Number | |
| | | | | | | LACICISABIC | Duic | | of | |
| | | | | | (A) (D) | | | | Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Director 10% Owner Officer Other

COYLE DENNIS P FPL GROUP, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FLÂ 33408

 Â General Counsel/Secretary Dir/Gen Couns/Secretary of

Sub

Signatures

DENNIS P. 01/31/2005

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) Transfer of shares to Coyle Holdings Limited Partnership of which an entity controlled by the reporting person is the sole general partner and of which the reporting person, as trustee of a trust, and two sons of the reporting person are the limited partners.
- (3) Not applicable.

Reporting Owners 2

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- Initially in the Form 4 dated October 25, 2004 continuing to the Form 4 dated January 3, 2005, the total amount of non-derivative securities (i) directly beneficially owned by the reporting person was overstated by 8,556 shares and (ii) indirectly beneficially owned by
- (4) the reporting person through Coyle Holdings Limited Partnership was understated by 8,556 shares, as the result of not accounting for the April 23, 2004 transfer (exempt under Rule 16b-5 and reported in this Form 5) of 8,556 shares of directly owned FPL Group, Inc. common stock to Coyle Holdings Limited Partnership.
- With respect to these securities, except to the extent of his pecuniary interest therein, the reporting person disclaims beneficial ownership,

 (5) and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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