

Tancer Edward F  
Form 3  
March 02, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                                    |  |
| Tancer Edward F                           |         | (Month/Day/Year)                     | FPL GROUP INC [FPL]   |  |
| (Last)                                    | (First) | (Middle)                             | 02/21/2005  |  |
| FPL GROUP, INC., 700                      |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| UNIVERSE BOULEVARD                        |         |                                      |   |  |
| (Street)                                  |         |                                      | (Check all applicable)  |  |
| JUNO BEACH, FL 33408                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner                  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | VP and General Counsel / Dir/Snr VP/Gen Couns of Sub                                  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,946 <sup>(1)</sup>                                  | I  | By Thrift Plans Trust                                 |
| Common Stock                    | 5,182   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Phantom Shares                       | Â (2)            | Â (2)           | Common Stock | 17                         | \$ (2)              | D   | Â |
| Phantom Stock Units                  | Â (3)(4)         | Â (3)(4)        | Common Stock | 1,011 (1)<br>(3) (4) (5)   | \$ (3) (4)          | D   | Â |
| Employee Stock Option (Right to Buy) | 02/13/2006       | 02/13/2013      | Common Stock | 2,333                      | \$ 55.12            | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |                             |
|--|---------------|-----------|--------------------------|-----------------------------|
|  | Director      | 10% Owner | Officer                  | Other                       |
| Tancer Edward F<br>FPL GROUP, INC.<br>700 UNIVERSE BOULEVARD<br>JUNO BEACH, FL 33408 | Â             | Â         | Â VP and General Counsel | Dir/Snr VP/Gen Couns of Sub |

## Signatures

EDWARD F. TANCER  
03/02/2005  
Date

\*\*Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Information as of February 18, 2005.  
Phantom Shares previously credited to a Supplemental Matching Contribution Account for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan. Phantom Shares represent the number of phantom shares of FPL Group, Inc. Common Stock credited to the reporting person if the phantom shares had been invested in FPL Group's company stock fund in its Thrift Plan.
- (2) Plan to date. Includes cash dividends that would be payable on the Phantom Shares if the reporting person was the record holder of the number of shares of FPL Group, Inc. Common Stock equal to the Phantom Shares. Shares of phantom stock are payable in cash following the reporting person's termination of employment with FPL Group, Inc. This filing is not an admission that the Phantom Shares are derivative securities.  
Phantom Stock Units approximate the number of phantom shares of FPL Group, Inc. Common Stock attributable to phantom units credited to the reporting person's account under the FPL Group, Inc. Deferred Compensation Plan (the Plan). Compensation deferred under the Plan is deemed to be invested in a number of unfunded theoretical units equal to the number of units which would have been credited if the deferred compensation had been invested in FPL Group's company stock fund in its Thrift Plan (the Stock Fund). The Stock Fund is accounted for in units of a unitized pool of stock and cash, with the value of each unit determined by reference to the closing price of FPL Group, Inc. Common Stock on the New York Stock Exchange on any given date.
- (3) (Footnote No. 3 continued) Phantom Stock Units reported above are estimated based on the number of shares of FPL Group, Inc. Common Stock in the Stock Fund represented by each unit of the Stock Fund on a given date, multiplied by the number of theoretical units credited to the reporting person upon a deferral or held at the end of the period. Accounts are payable only in cash at the reporting person's termination of employment with FPL Group, Inc. This filing is not an admission that Phantom Stock Units or the theoretical units of the Stock Fund are derivative securities.
- (4)

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- (5) Differences in holdings on any given date may result from varying percentages of cash and stock held in the Stock Fund on different dates.

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