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PNM RESOURCES INC

Form 4

March 09, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

0.5

1(b).

(Print or Type Responses)

| 1. Name and A ORTIZ PAT | Address of Reporting Per FRICK T | Symbol | | Ticker or Trading ES INC [PNM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--------------------------------------|-------------------------------------|--------------------------------|--|--|--|--|---------------|--|--|
| (Last) | (First) (Mide | ddle) 3. Date of | Earliest Tr | ansaction | | | -, | | |
| ALVARAD | OO SQUARE, MS 28 | (Month/D 03/08/20 | • | | below) | tive title 10 below) P, GEN COUN | ther (specify | | |
| | 4. If Amer | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| ALBUQUE | RQUE, NM 87158 | , | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) (Zij | ip) Table | e I - Non-D | erivative Securities A | cquired, Disposed | l of, or Benefici | ally Owned | | |
| 1.Title of Security (Instr. 3) | | | 3. Transactic Code (Instr. 8) | 4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |

Common $32,835 \frac{(1)}{}$ D Stock

> **PNM** Common Stock Fund 3,638 (2) **PNM**

Reported

Transaction(s) (Instr. 3 and 4)

(A)

Code V Amount (D) Price

Common Stock

Resources. Inc. 401(k) Plan

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

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SEC 1474 (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. 6. Date Exercisable and onNumber Expiration Date (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 7. Title and A Underlying S (Instr. 3 and 4 | Securities | 8. Price of Derivative Security (Instr. 5) | |
|---|---|---|---|---|---|---------------------|---|-----------------|---|------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Shares | <u>(3)</u> | 03/08/2006 | | A | 42 | <u>(4)</u> | <u>(4)</u> | Common Stock | 42 | <u>(4)</u> |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ORTIZ PATRICK T ALVARADO SQUARE MS 2822 ALBUQUERQUE, NM 87158

SR VP, GEN COUNSEL

Signatures

PATRICK T. 03/09/2006 ORTIZ

**Signature of Date Reporting Person

Reporting Owners 2

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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) Total includes 686 shares of PNM Resources, Inc. Common Stock acquired under the PNM Resources, Inc. Employee Stock Purchase Plan. Information in this report is based on a plan statement dated 02/17/06.
- (2) Total represents shares of PNM Resources, Inc. Common Stock acquired under the PNM Resources, Inc. 401(k) Plan. Information in this report is based on a plan statement dated 02/28/06.
- (3) The security converts to common stock on a one-for-one basis.
- (4) The phantom stock shares were acquired under the PNM Resources, Inc. Executive Savings Plan, and will settled upon the Reporting Person's retirement or other termination of service.

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.