

Nazar Manoochehr K  
 Form 4  
 February 16, 2010

**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 \*  
 Nazar Manoochehr K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 Exe VP, Nuclear Div / Exe VP-Nuclear Div of Sub

FPL GROUP, INC., 700 UNIVERSE BLVD

(Street)

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

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

JUNO BEACH, FL 33408

(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. 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/12/2010		A <sup>(1)</sup>	18,730	A	\$ 0 <sup>(7)</sup>	70,643 D
Common Stock	02/12/2010		A <sup>(2)</sup>	10,908	A	\$ 0 <sup>(7)</sup>	81,551 D
Common Stock	02/12/2010		F <sup>(3)</sup>	3,191	D	\$ 45.57	78,360 D
Common Stock	02/15/2010		F <sup>(4)</sup>	3,771	D	\$ 45.57	74,589 D
Common Stock							331 I By Thrift Plans

Trust

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 Acquired (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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(5)	02/12/2010		A		1,016		(5)	(5)	Common Stock	(5)
Employee Stock Option (Right to Buy)	\$ 45.57	02/12/2010		A		19,925		(6)	02/12/2020	Common Stock	19,925

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nazar Manoochehr K FPL GROUP, INC. 700 UNIVERSE BLVD JUNO BEACH, FL 33408			Exe VP, Nuclear Div	Exe VP-Nuclear Div of Sub

## Signatures

Alissa E. Ballot  
(Attorney-in-Fact) 02/16/2010

\*\*Signature of Reporting Person Date

## 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).

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- (1) Restricted stock grant made pursuant to Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (2) Shares acquired in settlement of performance share awards (which were not derivative securities) under Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (3) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 12, 2010 in settlement of performance share awards.
- (4) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted November 12, 2007, February 15, 2008 and February 13, 2009.  

Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the FPL Group, Inc. Supplemental Executive Retirement Plan ("SERP") in an amount approved on the transaction date by the Issuer's Compensation Committee, which amount is determined by dividing an amount equal to (a) certain matching contributions in excess of the limits of the Issuer's Thrift Plan ("Thrift Plan") plus (b) theoretical earnings, by (c) the closing price of the Issuer's common stock on the last business day of the relevant year (\$52.82 in 2009). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (5) Options to buy 6,641 shares become exercisable on 02/15/2011 and options to buy 6,642 shares become exercisable on each of 02/15/2012 and 02/15/2013.
- (6) Not applicable
- (7) Not applicable

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.