

STEWART WILLIAM
Form 4
February 04, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
STEWART WILLIAM

2. Issuer Name and Ticker or Trading Symbol
PINNACLE WEST CAPITAL CORP [PNW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

8510 E. DYNAMITE 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

SCOTTSDALE, AZ 85262

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/02/2005		M		33,000	A	\$ 38.37
Common Stock	02/02/2005		S		31,723	D	\$ 41.54
Common Stock	02/02/2005		S		1,277	D	\$ 41.54
Common Stock	02/03/2005		M		9,000	A	\$ 39.75
Common Stock	02/03/2005		S		8,780	D	\$ 41.68

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Common Stock	02/03/2005	S	220	D	\$ 41.68	40,463	D
Common Stock	02/03/2005	M	11,666	A	\$ 34.66	52,129	D
Common Stock	02/03/2005	S	10,680	D	\$ 41.68	41,449	D
Common Stock	02/03/2005	S	986	D	\$ 41.68	40,463	D
Common Stock	02/03/2005	M	12,500	A	\$ 38.37	52,963	D
Common Stock	02/03/2005	S	11,977	D	\$ 41.68	40,986	D
Common Stock	02/03/2005	S	523	D	\$ 41.68	40,463	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 38.37	02/02/2005		M	33,000	<u>(1)</u>	06/18/2012	Common Stock	33,000
Employee Stock Option (Right to Buy)	\$ 39.75	02/03/2005		M	9,000	<u>(2)</u>	12/16/2007	Common Stock	9,000
	\$ 34.66	02/03/2005		M	11,666	<u>(3)</u>	11/16/2009		11,666

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 38.37	02/03/2005	M	12,500	<u>(4)</u>	06/18/2012	Common Stock	12,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART WILLIAM 8510 E. DYNAMITE BLVD. SCOTTSDALE, AZ 85262		X		

Signatures

/s/ William L.
Stewart 02/04/2005

**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).
- (1) The option became exercisable 1/3 of the grant per year commencing 6/19/03.
- (2) The option became exercisable 1/3 of the grant per year commencing 12/17/98.
- (3) The option became exercisable 1/3 of the grant per year commencing 11/17/00.
- (4) The option became exercisable 1/3 of the grant per year commencing 6/19/03.

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.