HATFIELD JAMES R

Form 4

February 21, 2013

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

response...

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

HATFIELD JAMES R

1. Name and Address of Reporting Person *

			PINNACLE WEST CAPITAL CORP [PNW]					(Check all applicable)		
(Last) (First) (Middle) 400 N. FIFTH STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/19/2013					Director 10% Owner X Officer (give title Other (specify below) EVP & CFO, PNW & APS		
PHOENIX,	(Street) AZ 85004		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	med on Date, if Day/Year)	Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (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)	
Common Stock	02/19/2013			A	3,352 (1)	A	\$ 0 (1)	3,352	D	
Common Stock	02/19/2013			F(2)	1,343	D	\$ 54.98	2,009	D	
Common Stock	02/19/2013			A	452 (3)	A	\$ 0 (3)	2,461	D	
Common Stock	02/19/2013			F(2)	177	D	\$ 54.98	2,284	D	
Common Stock	02/19/2013			G(4)	2,284	D	\$ 0	0	D	

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Common Stock	02/19/2013	G(4)	2,284	A	\$0	27,739	I	by trust
Common Stock						2,581	I	by 401(k)

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)	Code	5. Number to for 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)		8. Pr Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(5)</u>	02/19/2013		A	5,728	<u>(6)</u>	<u>(6)</u>	Common Stock	5,728	\$

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Date

HATFIELD JAMES R 400 N. FIFTH STREET PHOENIX, AZ 85004

EVP & CFO, PNW & APS

Signatures

/s/ Diane Wood,

Attorney-in-Fact 02/21/2013

**Signature of 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).

Reporting Owners 2

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- (1) Shares acquired upon the vesting of a portion of the performance shares granted in 2010.
- (2) Shares retained by the Company for the purpose of meeting tax withholding requirements. The recipient retained all other shares.
- (3) Represents shares of common stock received by the individual in settlement of dividend rights that vested in connection with the performance shares that vested on February 19, 2013.
- (4) The reporting person gifted the shares received on February 19, 2013 to a revocable family trust.
- Each Restricted Stock Unit represents a contingent right to receive the economic equivalent of one share of the Company's common
- (5) stock. The Restricted Stock Units will be settled, at the reporting person's election, in shares of common stock or 50% in common stock and 50% in cash.
- (6) The Restricted Stock Units vest and will be settled in four equal, annual installments beginning on February 20, 2014.

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.