#### PINNACLE WEST CAPITAL CORP

Form 4

October 24, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BEMENT ROBERT S	2. Issuer Name <b>and</b> Ticker or Trading Symbol PINNACLE WEST CAPITAL CORP [PNW]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle) 400 NORTH FIFTH STREET, MS 8602	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2013	Director 10% Owner Strong Other (give title Other (specify below) SVP, Site Ops PVNGS, APS			
(Street) PHOENIX, 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-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 assaction(A) or Disposed of (D) e (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	10/22/2013		A	2,064 (1)	A	\$ 0 (1)	2,064	D	
Common Stock	10/22/2013		F(2)	904	D	\$ 57.55	1,160	D	
Common Stock	10/22/2013		A	314 (3)	A	\$ 0 (3)	1,474	D	
Common Stock	10/22/2013		F(2)	138	D	\$ 57.55	1,336	D	
Common Stock	10/22/2013		$G^{(4)}$	1,336	D	\$0	0	D	

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Common Stock 10/22/2013  $G_{\underline{(4)}}$  1,336 A \$ 0 6,783 I by trust

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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	nd	8. Price of	9. Nu
e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Underlyii	ng	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	S	(Instr. 5)	Bene
Derivative				Securities	3		(Instr. 3 a	and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
							Λ,	mount		
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
	e Conversion or Exercise Price of Derivative	e Conversion (Month/Day/Year) or Exercise Price of Derivative	e Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	e Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Pear) Expiration Date, if any Code of (Month/Day/Pear) Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date any Code of (Month/Day/Pear) Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Date Expiration Date Date Date Date Date Date Date Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date  Expiration Date  any Code of (Month/Day/Year)  (Month/Day/Year)  Execution Date, if TransactionNumber Expiration Date  (Month/Day/Year)  (Instr. 8) Derivative  Securities  Acquired  (A) or  Disposed of (D)  (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Year) Underlying Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date Amount Underlying Securities (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise any Code of (Month/Day/Year) Underlying Securities  Price of Derivative Security  Month/Day/Year)  Securities  Amount of (Month/Day/Year)  Securities  Securities  Acquired  (A) or  Disposed of (D)  (Instr. 3, 4, and 5)  Date Expiration Date  Amount of (Month/Day/Year)  Underlying Securities  (Instr. 3 and 4)  Amount of (Month/Day/Year)  Underlying Securities  Securities  Figure 1 and 1 and 2 and 3 and 4 and 5 an	Conversion or Exercise Price of Oberivative Security  Derivative Security  Security  Code of (Month/Day/Year) (Instr. 8) Derivative Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Date (Expiration Date any (Month/Day/Year) (Instr. 3) Amount of Oberivative Security (Instr. 5) Date Expiration Date (Amount of Month/Day/Year) (Instr. 5) Derivative Securities (Instr. 5)  Date Expiration Date (Expiration Date (Instr. 6) Date (Ins

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEMENT ROBERT S 400 NORTH FIFTH STREET MS 8602 PHOENIX. AZ 85004

SVP, Site Ops PVNGS, APS

## **Signatures**

/s/ Diane Wood,

Attorney-in-Fact 10/24/2013

\*\*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) 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)

Reporting Owners 2

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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 October 22, 2013.

(4) The reporting person gifted the shares received on October 22, 2013 to a revocable family trust.

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.