

FPL GROUP INC
 Form 5
 January 30, 2003

FORM 5

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

W Form 3 Holdings Reported

W Form 4 Transactions Reported

| | | | | | | |
|--|---|--|--|----------------------------|--|--|
| 1. Name and Address of Reporting Person Dover, Willard D. | 2. Issuer Name and Ticker or Trading Symbol FPL Group, Inc. (FPL) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | <input checked="" type="checkbox"/> | Director | <input type="checkbox"/> | 10% Owner |
| | | | <input type="checkbox"/> | Officer (give title below) | <input type="checkbox"/> | Other (specify below) |
| (Last) (First) (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | 4. Statement for Month/Year December 31, 2002 | | 7. Individual or Joint/Group Reporting (Check Applicable Line) | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Year) | | <input checked="" type="checkbox"/> | Form filed by One Reporting Person |
| (City) (State) (Zip) | | | | | <input type="checkbox"/> | Form filed by More than One Reporting Person |

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date | 2a. Deemed Execution Date, if | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) | 5. Amount of Securities Beneficially Owned at | 6. Ownership Form: Direct | 7. Nature of Indirect Beneficial |
|----------------------|---------------------|-------------------------------|---------------------|---|---|---------------------------|----------------------------------|
|----------------------|---------------------|-------------------------------|---------------------|---|---|---------------------------|----------------------------------|

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| | (Month/Day/Year) | any (Month/Day/Year) | | Amount | A or D | Price | End of Issuer's Fiscal Year | (D) or Indirect (I) | Ownership |
|--------------|------------------|----------------------|----------|--------|--------|-------|-----------------------------|---------------------|-------------|
| Common Stock | 1/02/02 | -- | A (1) | 700 | A | -- | 3,100 | D | |
| Common Stock | -- | -- | -- | -- | -- | -- | 100 | I | By Daughter |
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| FORM 5 (continued) | | | Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibles) | | | | | | | | |
|---------------------------------|--|---|---|---------------------|--|----|--|-----------------|--|----------------------------|----|
| 1. Title of Derivative Security | 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 | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities | | 8. |
| | | | | | A | D | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Shares | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- |
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