

FPL GROUP INC
 Form 4
 January 03, 2003

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

FORM 4 STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

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

W Check this box if no longer
 subject to Section 16. Form 4 or
 Form 5 obligations may continue.

1. Name and Address of Reporting Person Zarb, Frank G.	2. Issuer Name and Ticker or Trading Symbol FPL Group, Inc. (FPL)		6. Relationship of Reporting Person to Issuer (Check all applicable)		
			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner	<input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) Frank Zarb Associates, LLC 65 East 55th Street, 29th Floor	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year January 2, 2003	7. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) New York, NY 10022		5. If Amendment, Date of Original (Month/Day/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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code			4. Securities Acquired (A) or Disposed of (D) A or D	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7.
			Code	V	Amount				

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Common Stock	1/02/03	--	A (1)		700	A	--	2,900	D

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of, or Exercised (e.g., puts, calls, warrants, options, convertible securities)												
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. Price of Derivative Security
				Code	V	A	D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

(1)

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Restricted stock grant made pursuant to the FPL Group, Inc. Non-Employee Directors Stock Plan.

DENNIS P. COYLE

Signature of Reporting
Person

January 3, 2003

Date