

Edgar Filing: FPL GROUP INC - Form S-8

FPL GROUP INC
 Form S-8
 December 20, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 19, 2005

REGISTRATION STATEMENT NO. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

 FPL GROUP, INC.
 (Exact name of registrant as specified in its charter)

FLORIDA
 (State or other jurisdiction of
 incorporation or organization)

59-2449419
 (I.R.S. Employer
 Identification No.)

700 UNIVERSE BOULEVARD
 JUNO BEACH, FLORIDA 33408
 (Address of Principal Executive Office) (Zip Code)

 FPL GROUP, INC. DEFERRED COMPENSATION PLAN
 (Full title of the plan)

EDWARD F. TANCER, ESQ.
 VICE PRESIDENT & GENERAL COUNSEL
 FPL GROUP, INC.
 700 UNIVERSE BOULEVARD
 JUNO BEACH, FLORIDA 33408
 (561) 694-4000

THOMAS R. MCGUIGAN, P.A.
 SQUIRE, SANDERS & DEMPSEY L.L.P.
 1900 PHILLIPS POINT WEST
 777 SOUTH FLAGLER DRIVE
 WEST PALM BEACH, FLORIDA 33401
 (561) 650-7200

ROBERT J.
 HELEN R.
 875
 NEW YORK
 (212) 850-1234

(Names and addresses of agents for service)
 (Telephone number, including area code, of agents for service)

 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
Deferred Compensation Obligations	\$50,000,000 (2)	N/A	\$50,000,000

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This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Section 8(a) of the Securities Act, and Rules 456 and 462 promulgated thereunder.

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STATEMENT UNDER GENERAL INSTRUCTION E
REGISTRATION OF ADDITIONAL SECURITIES

The registrant previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission on September 29, 1999 (File No. 333-88067) (the "1999 Form S-8") in connection with the registration of its deferred compensation obligations under the FPL Group, Inc. Deferred Compensation Plan (the "Plan").

Pursuant to General Instruction E to Form S-8, this Registration Statement is filed by the registrant solely to register an additional \$50,000,000 of deferred compensation obligations pursuant to the terms of the Plan. Pursuant to General Instruction E, and unless otherwise noted herein, this Registration Statement incorporates by reference the contents of the 1999 Form S-8.

Item 8 Exhibits

- 5 Opinion of Squire, Sanders & Dempsey L.L.P., counsel to the registrant.
- 23(a) Consent of Deloitte & Touche LLP, an independent registered public accounting firm.
- 23(b) Consent of Squire, Sanders & Dempsey L.L.P. (included in opinion, attached hereto as Exhibit 5).
- 24 Power of Attorney (included on the signature page of this Registration Statement).
- *99 FPL Group, Inc. Deferred Compensation Plan, amended and restated effective January 1, 2003 (filed as Exhibit 10(k) to Form 10-K for the year ended December 31, 2002, File No. 1-8841).

*Incorporated herein by reference as indicated.

POWER OF ATTORNEY

Each director and/or officer of the registrant whose signature appears below hereby appoints the agents for service named in this registration statement, and each of them severally, as his attorney-in-fact to sign in his name and behalf, in any and all capacities stated below and to file with the Securities and Exchange Commission, any and all amendments, including post-effective amendments, to this registration statement, and the registrant hereby also appoints each such agent for service as its attorney-in-fact with like authority to sign and file any such amendments in its name and behalf.

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SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Juno Beach, State of Florida, on the 19th day of December, 2005.

FPL GROUP, INC.

By: /s/ Lewis Hay, III

 Lewis Hay, III
 Chairman of the Board, President,
 Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/ Lewis Hay, III ----- Lewis Hay, III	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	December 19, 2005
/s/ Moray P. Dewhurst ----- Moray P. Dewhurst	Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	December 19, 2005
/s/ K. Michael Davis ----- K. Michael Davis	Controller and Chief Accounting Officer (Principal Accounting Officer)	December 19, 2005
/s/ H. Jesse Arnelle ----- H. Jesse Arnelle	Director	December 19, 2005
/s/ Sherry S. Barrat ----- Sherry S. Barrat	Director	December 19, 2005
/s/ Robert M. Beall, II ----- Robert M. Beall, II	Director	December 19, 2005

Signature -----	Title -----	Date ----
/s/ J. Hyatt Brown ----- J. Hyatt Brown	Director	December 19, 2005

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/s/ James L. Camaren ----- James L. Camaren	Director	December 19, 2005
/s/ J. Brian Ferguson ----- J. Brian Ferguson	Director	December 19, 2005
/s/ Rudy E. Schupp ----- Rudy E. Schupp	Director	December 19, 2005
/s/ Michael H. Thaman ----- Michael H. Thaman	Director	December 19, 2005
/s/ Hansel E. Tookes II ----- Hansel E. Tookes II	Director	December 19, 2005
/s/ Paul R. Tregurtha ----- Paul R. Tregurtha	Director	December 19, 2005
/s/ Frank G. Zarb ----- Frank G. Zarb	Director	December 19, 2005

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EXHIBIT INDEX

EXHIBIT
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