## 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

	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	2. Issuer I	Name <b>and</b> T	icker or Ti	ading	Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Kelleher, Lawrence J.		F	PL Gro	up, Ir	nc. (FPL)			Director		10% C	Wner			
							X	Officer (give title below)		Other	(specify below)			
(Last) (First) (Middle) FPL Group, Inc.		dentification ng Person, arv)			4. Statement for Month/Day/Year			(1)						
700 Universe Boulevard		<b>,</b>			February 12	2, 2003	7. Individual or Joint/Group Filing (Check Applicable Line)							
(Street) Juno Beach, FL 33408					5. If Amendment, Date of Original (Month/Day/Yea	r)	X	Form filed by One Reporting Person						
(City) (State) (Zip)								Form filed by More than One Reporting Person						
	Table I –	– Non-Der	ivative S	ecuri	ties Acquired, D	isposed o	f, or Be	neficially Owned						
1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transad Code Code	v	4. Securities Acqui (A) or Disposed (D) Amount	A or D	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form Direc (D) or	or Indirect				
Common Stock								712.1982		I	By Thrift Plans Trust			
Common Stock	2/12/03		F <sup>(2)</sup>		3,557	D	\$54.20	54,203 (3)		D				
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FORM 4 (continued)			Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year	4. Trans actio Code	n	5. Number of Derivati Securiti Acquire (A) or Dispose of (D)	ve es d	6. Date Exerc and Expirat (Month/Day	ion Date	7. Title and Amount of Underlying Securities		8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Trans-	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
				Code	v	А	D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		action(s)		

Explanation of Responses:

<sup>(1)</sup> Vice President, Human Resources of FPL Group, Inc.; Senior Vice President, Human Resources and Director of Florida Power & Light Company (subsidiary of Issuer).

<sup>(2)</sup> Restricted stock withheld by Issuer to satisfy tax withholding obligation on vesting of restricted stock which was granted on February 12, 2001.

<sup>(3)</sup> Receipt of 15,709 shares deferred until Mr. Kelleher's retirement.

**DENNIS P. COYLE** 

Signature of Reporting Person

February 13, 2003 Date