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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of earliest event reported: **December 15, 2008**

<u>Commission File Number</u>	<u>Exact name of registrant as specified in its charter, address of principal executive offices and registrant's telephone number</u>	<u>IRS Employer Identification Number</u>
1-8841	FPL GROUP, INC. 700 Universe Boulevard Juno Beach, Florida 33408 (561) 694-4000	59-2449419

State or other jurisdiction of incorporation or organization: Florida

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

DOCUMENT NUMBER-DATE

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SECTION 2 – FINANCIAL INFORMATION

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

- (a) On December 15, 2008, FPL Group Capital Inc (FPL Group Capital), a wholly-owned subsidiary of FPL Group, Inc. (FPL Group), entered into a 12.5 billion Japanese Yen principal amount term loan agreement, which amount may be increased up to a maximum aggregate principal amount of 30.0 billion Japanese Yen, subject to certain terms and conditions of the term loan agreement, to the extent additional commitments are made available by the existing or additional lenders. On December 19, 2008, FPL Group Capital borrowed 12.5 billion Japanese Yen under this term loan agreement. The loan bears interest at a variable rate, payable quarterly, and the principal is due in December 2011. Immediately upon funding of the loan, FPL Group Capital exchanged the Japanese Yen borrowed for United States Dollars (approximately \$141.4 million) and entered into a cross currency basis swap to hedge against currency movements with respect to both interest and principal payments on the loan. Payment of the loan is guaranteed by FPL Group and the loan agreement contains default and related acceleration provisions relating to the failure to make required payments, failure of FPL Group to maintain a minimum ratio of funded debt to total capitalization and certain events in bankruptcy, insolvency or reorganization relating to FPL Group Capital or FPL Group, as well as other covenants applicable to FPL Group Capital and FPL Group. The proceeds from the loan are being used for general corporate purposes.
- (b) On December 19, 2008, FPL Group Capital entered into a \$50 million term loan agreement and borrowed \$50 million under the agreement. The loan bears interest, payable semi-annually or more frequently at FPL Group Capital's election, at a variable rate and the principal is due in December 2011. Payment of the loan is guaranteed by FPL Group and the loan agreement contains default and related acceleration provisions relating to the failure to make required payments, failure of FPL Group to maintain a minimum ratio of funded debt to total capitalization and certain events in bankruptcy, insolvency or reorganization relating to FPL Group Capital or FPL Group, as well as other covenants applicable to FPL Group Capital and FPL Group. The proceeds from the loan are being used for general corporate purposes.
- (c) On December 19, 2008, Legacy Renewables, LLC (Legacy Renewables), an indirect wholly-owned subsidiary of FPL Energy, LLC (FPL Energy), issued \$202 million of 7.5% limited-recourse senior secured notes due in December 2013. FPL Energy is an indirect wholly-owned subsidiary of FPL Group. Interest on the notes is payable semi-annually and the principal is partially amortizing with a balloon payment of approximately \$120.4 million at maturity. Substantially all of the proceeds from the notes will be used to reimburse, in part, capital contributions made by FPL Energy to certain of its indirect subsidiaries for their investments in the development, acquisition and/or construction of wind power generation assets with 700 megawatts of generating capability located in California, Pennsylvania and Texas. The notes are secured by liens on those wind power generation assets and certain other assets of, and the ownership interest in, Legacy Renewables. The notes also contain default provisions relating to the failure to make required payments, certain events in bankruptcy and other covenants applicable to Legacy Renewables.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FPL GROUP, INC.
(Registrant)

Date: December 19, 2008

K. MICHAEL DAVIS

K. Michael Davis

Controller and Chief Accounting Officer of FPL Group, Inc.
(Principal Accounting Officer of the Registrant)



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Date of earliest event reported: **December 19, 2008**

<u>Commission File Number</u>	<u>Exact name of registrant as specified in its charter, address of principal executive offices and registrant's telephone number</u>	<u>IRS Employer Identification Number</u>
1-8841	FPL GROUP, INC. 700 Universe Boulevard Juno Beach, Florida 33408 (561) 694-4000	59-2449419

State or other jurisdiction of incorporation or organization: *Florida*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

DOCUMENT NUMBER-DATE

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SECTION 2 – FINANCIAL INFORMATION

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On December 19, 2008, Heartland Wind, LLC (*Heartland Wind*), an indirect wholly-owned subsidiary of FPL Energy, LLC (*FPL Energy*), entered into a \$322.5 million limited-recourse senior secured variable rate term loan agreement and, on December 22, 2008, borrowed \$322.5 million under the agreement. FPL Energy is an indirect wholly-owned subsidiary of FPL Group, Inc. Interest on the loan is payable quarterly and the principal is partially amortizing with a balloon payment of approximately \$111.4 million at maturity, which is in December 2016. Under the terms of the loan agreement, the amount of the loan available may be increased up to a maximum aggregate principal amount of \$400 million, to the extent additional commitments are made available by additional lenders, on or before March 31, 2009. The proceeds of the loan will be used to reimburse, in part, capital contributions made by FPL Energy to develop and construct wind generation facilities totaling 309 megawatts and associated transmission facilities located in North Dakota and Iowa. The loan is secured by liens on those wind generation assets and associated transmission facilities, and certain other assets of, and the ownership interest in, Heartland Wind. The loan agreement contains default and related acceleration provisions relating to the failure to make required payments, certain events in bankruptcy and other covenants applicable to Heartland Wind.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FPL GROUP, INC.
(Registrant)

Date: December 22, 2008

K. MICHAEL DAVIS

K. Michael Davis

Controller and Chief Accounting Officer of FPL Group, Inc.
(Principal Accounting Officer of the Registrant)



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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of earliest event reported: **December 12, 2008**

<u>Commission File Number</u>	<u>Exact name of registrant as specified in its charter, address of principal executive offices and registrant's telephone number</u>	<u>IRS Employer Identification Number</u>
1-8841	FPL GROUP, INC. 700 Universe Boulevard Juno Beach, Florida 33408 (561) 694-4000	59-2449419

State or other jurisdiction of incorporation or organization: Florida

Check the appropriate box below if the Form 8-K filing is intended to *simultaneously* satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

DOCUMENT NUMBER - DATE

11902 DEC 29 08

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SECTION 8 – OTHER EVENTS

Item 8.01 Other Events

On December 12, 2008, FPL Group Capital Inc (FPL Group Capital), a wholly-owned subsidiary of FPL Group, Inc. (FPL Group), sold \$450 million principal amount of its 7 7/8% Debentures, Series due December 15, 2015. The Debentures are fully and unconditionally guaranteed by FPL Group. The Debentures were sold pursuant to a Prospectus Supplement dated December 9, 2008 to a Prospectus dated May 3, 2007 and pursuant to Registration Statement Nos. 333-137120, 333-137120-01, 333-137120-02, 333-137120-03, 333-137120-04, 333-137120-05, 333-137120-06, 333-137120-07 and 333-137120-08, as amended. This Current Report on Form 8-K is being filed to report as exhibits certain documents in connection with this offering.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed pursuant to Item 8.01 herein.

<u>Exhibit Number</u>	<u>Description</u>
4	Officer's Certificate of FPL Group Capital Inc, dated December 12, 2008, creating the 7 7/8% Debentures, Series due December 15, 2015
5(a)	Opinion and Consent, dated December 12, 2008, of Squire, Sanders & Dempsey L.L.P., counsel to FPL Group, Inc. and FPL Group Capital Inc, with respect to the 7 7/8% Debentures, Series due December 15, 2015
5(b)	Opinion and Consent, dated December 12, 2008, of Morgan, Lewis & Bockius LLP, counsel to FPL Group, Inc. and FPL Group Capital Inc, with respect to the 7 7/8% Debentures, Series due December 15, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FPL GROUP, INC.
(Registrant)

Date: December 15, 2008

K. MICHAEL DAVIS

K. Michael Davis

Controller and Chief Accounting Officer of FPL Group, Inc.
(Principal Accounting Officer of the Registrant)



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FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of earliest event reported: **December 12, 2008**

Commission File Number	Exact name of registrants as specified in their charters, address of principal executive offices and registrants' telephone number	IRS Employer Identification Number
1-8841	FPL GROUP, INC. FLORIDA POWER & LIGHT COMPANY 700 Universe Boulevard Juno Beach, Florida 33408 (561) 694-4000	59-2449419
2-27612		59-0247775

State or other jurisdiction of incorporation or organization: Florida

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

DOCUMENT NUMBER-DATE

11902 DEC 29 08

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SECTION 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) The following actions were taken on December 12, 2008:

A) The Compensation Committee of the Board of Directors of FPL Group, Inc. ("FPL Group" or the "Company") recommended, and the Company's Board of Directors approved, an amendment to the Company's Executive Annual Incentive Plan (the "Executive Annual Incentive Plan"). Pursuant to the amendment, at the discretion of the Committee (as defined in the Executive Annual Incentive Plan), awards under the Executive Annual Incentive Plan may be paid, in whole or in part, in cash and/or in shares of the Company's common stock, par value \$.01 per share ("Common Stock"), provided that any shares of Common Stock must be issued in accordance with, and subject to the terms and conditions of, the LTIP (as hereinafter defined) or any successor plan. Prior to the amendment, awards under the Executive Annual Incentive Plan were payable solely in cash.

The foregoing description of the amendment to the Executive Annual Incentive Plan is qualified in its entirety by reference to the full text of the FPL Group, Inc. Executive Annual Incentive Plan, as amended and restated, a copy of which is attached to this Current Report as Exhibit 10(a) and incorporated by reference in this Item 5.02(e).

B) The Compensation Committee recommended, and the Company's Board of Directors approved, amendments to some of the Company's compensation and benefits plans and to some of its agreements with executive officers and employees, primarily to reflect changes necessary to comply with Section 409A of the Internal Revenue Code ("Section 409A"). Section 409A is the tax law enacted in 2004 governing "nonqualified" deferred compensation arrangements that imposes additional tax and penalties on service providers (including employees and directors) if a covered arrangement does not comply with Section 409A. The Section 409A actions taken on December 12, 2008, which primarily affect the timing, but not the amount, of compensation that may be received, the timing of deferral distribution elections and the definition of some payment triggers, included the following:

1. Freezing and grandfathering the benefits under the FPL Group, Inc. Supplemental Executive Retirement Plan as of December 31, 2004 and adopting an amended and restated FPL Group, Inc. Supplemental Executive Retirement Plan effective January 1, 2005;
2. Adopting an Amended and Restated Supplement to the FPL Group, Inc. Supplemental Executive Retirement Plan as it applies to Lewis Hay, III, the Company's Chairman and Chief Executive Officer;
3. Adopting the FPL Group, Inc. Deferred Compensation Plan effective January 1, 2005, as a successor to the FPL Group, Inc. Deferred Compensation Plan effective as of January 1, 1995, as amended and restated effective January 1, 2003 (the benefits under which were frozen and grandfathered);
4. Adopting the FPL Group, Inc. Amended and Restated Long Term Incentive Plan effective December 12, 2008 ("LTIP");
5. Approving an Amended and Restated Employment Agreement with Lewis Hay, III (the "Employment Agreement"); and
6. Approving an Amended and Restated Executive Retention Employment Agreement ("EREA") with each of Lewis Hay, III, James L. Robo, Armando Pimentel, Jr., Armando J. Olivera, John A. Stall and each of the Company's other executive officers.

The EREAs include an additional amendment that provides for payment cutbacks under some circumstances where the payments otherwise due would result in excise tax payments under Section 280G of the Internal Revenue Code, and the EREAs and the Employment Agreement include additional amendments that specify the treatment of unused vacation days and the post-employment availability of certain health benefits on an employee-paid premium basis.

The foregoing description is qualified in its entirety by reference to the full texts of the described plans and agreements, copies of which are attached to this Current Report as Exhibits 10(b) through 10(g) and incorporated by reference in this Item 5.02(e).

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>	<u>FPL Group</u>	<u>FPL</u>
10(a)	FPL Group, Inc. Executive Annual Incentive Plan, as amended and restated on December 12, 2008	x	x
10(b)	FPL Group, Inc. Supplemental Executive Retirement Plan, amended and restated effective January 1, 2005 (SERP)	x	x
10(c)	Amended and Restated Supplement to the SERP as it applies to Lewis Hay, III effective January 1, 2005	x	x
10(d)	FPL Group, Inc. Deferred Compensation Plan effective January 1, 2005	x	x
10(e)	FPL Group, Inc. Amended and Restated Long Term Incentive Plan effective December 12, 2008	x	x
10(f)	Amended and Restated Employment Agreement with Lewis Hay, III dated December 12, 2008	x	x
10(g)	Form of Amended and Restated Executive Retention Employment Agreement with each of Lewis Hay, III, James L. Robo, Armando J. Olivera, Armando Pimentel, Jr., John A. Stall, F. Mitchell Davidson, Christopher A. Bennett, Robert L. McGrath, James W. Poppell, Antonio Rodriguez and Charles E. Sieving	x	x

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

FPL GROUP, INC.
FLORIDA POWER & LIGHT COMPANY
(Registrants)

Date: December 18, 2008

CHARLES E. SIEVING

Charles E. Sieving
Executive Vice President & General Counsel of
FPL Group, Inc. and
Executive Vice President of Florida Power & Light
Company