

NEXTERA ENERGY INC
 Form 4
 February 21, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KETCHUM JOHN W

(Last) (First) (Middle)
 700 UNIVERSE BLVD.
 (Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEXTERA ENERGY INC [NEE]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/17/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/17/2017 | | A ⁽¹⁾ | | 2,562 | A | \$ 0 |
| Common Stock | 02/17/2017 | | A ⁽²⁾ | | 3,288 | A | \$ 0 |
| Common Stock | 02/17/2017 | | F ⁽³⁾ | | 899 | D | \$ 126.86 |
| Common Stock | 02/17/2017 | | F ⁽⁴⁾ | | 827 | D | \$ 126.86 |
| Common Stock | | | | | 1,962 | I | |

By Retirement Savings

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 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 (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Phantom Shares | (5) | 02/17/2017 | | A | 433 | (5) (5) | | Common Stock | (5) |
| Employee Stock Option (Right to Buy) | \$ 126.86 | 02/17/2017 | | A | 24,535 | (6) 02/17/2027 | | Common Stock | 24,535 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KETCHUM JOHN W 700 UNIVERSE BLVD. JUNO BEACH, FL 33408 | | | EVP, Finance & CFO | |

Signatures

W. Scott Seeley
(Attorney-in-Fact) 02/21/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock grant made pursuant to Issuer's 2011 Long Term Incentive Plan, exempt under Rule 16b-3.

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- (2) Shares acquired in settlement of performance share awards (which were not derivative securities) under Issuer's Amended and Restated Long Term Incentive Plan, exempt under Rule 16b-3.
- (3) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 17, 2017 in settlement of performance share awards.
- (4) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 14, 2014, February 13, 2015 and February 12, 2016.
Annual credit of phantom shares to an unfunded Supplemental Matching Contribution Account ("SMCA") for the reporting person pursuant to the NextEra Energy, Inc. Supplemental Executive Retirement Plan ("SERP") in an amount approved on the transaction date by the Issuer's Compensation Committee, which amount is determined by dividing an amount equal to (a) certain matching contributions in excess of the limits of the Issuer's Retirement Savings Plan plus (b) theoretical earnings, by the closing price of the Issuer's common stock on the last business day of the relevant year (\$119.46 in 2016). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (6) Options to buy 8,179 shares become exercisable on 02/15/2018 and options to buy 8,178 shares become exercisable on each of 02/15/2019 and 02/15/2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.