

DEWHURST MORAY P
Form 4
February 19, 2013

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 *
DEWHURST MORAY P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman & CFO

C/O NEXTERA ENERGY, INC., 700 UNIVERSE BOULEVARD

(Street)

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

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

JUNO BEACH, FL 33408

(City) (State) (Zip)

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)
Common Stock	02/15/2013		F ⁽¹⁾	5,065 D	\$ 72.5 249,878 ⁽²⁾	D	
Common Stock	02/15/2013		A ⁽³⁾	9,688 A	\$ 0 259,566 ⁽²⁾	D	
Common Stock	02/15/2013		A ⁽⁴⁾	22,820 A	\$ 0 282,386 ⁽²⁾	D	
Common Stock	02/15/2013		F ⁽⁵⁾	9,572 D	\$ 72.5 272,814 ⁽²⁾	D	
Common Stock					3,214	I	By Retirement

Savings
Plans Trust

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	(6)	02/15/2013		A	772	(6)	(6)	Common Stock	(6)
Employee Stock Option (Right to Buy)	\$ 72.5	02/15/2013		A	49,482	(7)	02/15/2023	Common Stock	49,482

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEWHURST MORAY P C/O NEXTERA ENERGY, INC. 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408			Vice Chairman & CFO	

Signatures

Alissa E. Ballot
(Attorney-in-fact) 02/19/2013

__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 withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 12, 2010, February 18, 2011 and February 17, 2012.

Includes a total of 28,834 shares deferred pursuant to the terms of a deferred stock grant under Issuer's Amended and Restated Long Term Incentive Plan (the "Deferred Stock Grant"), including 252 deferred shares deemed acquired on September 17, 2012 and 243 deferred shares deemed acquired on December 17, 2012 pursuant to a dividend reinvestment feature under the Deferred Stock Grant. Under the terms of the Deferred Stock Grant, shares are distributable in stock at the end of the deferral period.
- (3) Restricted stock grant made pursuant to Issuer's 2011 Long Term Incentive Plan, exempt under Rule 16b-3.
- (4) 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.
- (5) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 15, 2013 in settlement of performance share awards.

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 (\$69.19 in 2012). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.
- (7) Options to buy 16,494 shares become exercisable on each of 02/15/2014, 02/15/2015 and 02/15/2016.

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.