PROTZ WILLIAM F JR Form 4

November 04 2002

									ON	1B APPROVAL	
FORM 4											
[] Check this box if no long subject to Section 16. Form or Form 5 obligations may continue. See Instruction 1(b).		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
										OMB Number: 3235-0287	
]	STATEMENT Filed pursuant to S Public Utility Holding Company	Expires: December 31, 2001 Estimated average burden hours per response 0.5								
1. Name and Address of Reporting Person*			2	2. Issuer Nam or Trading	ne and Ticker Symbol	4. Statement for (Month/Year)		6. Relationship of Reporting Person(s) to Issuer			
Protz, Jr., William F. (Last) (First) (Middle)				WPS Resour WPS	ces Corporation	October 31, 2002		(Check all applicable)			
700 North Adams Street P. O. Box 19001				3. I.R.S. Iden Number of Person, if a (voluntary)	Reporting in entity	5. If Amendment, Date of Original (Month/Year)		X Director 10% Owner Officer Other Officer/Other Description			
(Street) Green Bay, WI 54307-9001				(voluntary)							
(City) (State) (Zip)			-								
Table I - Non-Derivative	Secur	rities Acquired, D	Disp	oosed of, or E	Beneficially Owned	1		-	F	0	
1. Title of Security 2 (Instr. 3)		saction Date	() 2 3 0 ()	Fransaction Code Ind Voluntary Code Instr. 8)	4. Securities Acqui Disposed (D) Of (Instr. 3, 4, and 1) Amount Price	5) A/D	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	sh Fc Di or In	ip orm: irect(D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock							430,237.000)0		As trustee for Harry K. Wrench Trust	
Common Stock							265,126.000)0	I	As trustee for Ruth Frazer Wrench Trust	
Common Stock							21,680.000)0	1	By Spouse by Stock Investment Plan	
Common Stock							1,218.597	71	I	By Stock Investment Plan	

(over) SEC 1474 (3-99)

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Form 4 (continued)

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sion or Exercise	Transaction Date (Month/	Code and Voluntary (V) Code	of Derivative Securities	Exercisable(DE) and Expiration	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned at End of Month (Instr.4)	ship Form of Deriv- ative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr.4)
1-for-1	10/31/2002	Code V A (1)	(A) 41.4622	(DE) (ED) Varies (2)	Common Stock - 41.4622	\$38.6900	508.6719	D	
1-for-1				Varies (2)	Common Stock - 1,906.2445		1,906.2445	D	
	(e.g., puts, 2. Conver- sion or Exercise Price of Deri- vative Security 1-for-1	(e.g., puts, calls, warrand) 2. Conver-sion or Exercise 97 Deri-Under of Deri-Under of Deri-Under of Day/Security Year)	(e.g., puts, calls, warrants, options, c 2. Conver- sion or Exercise 3. 4. Sion or Exercise Date Transaction Code and Price of Deri- vative Day/ Day/ Security (Month/ Voluntary Security Year) Code (Instr.8) Code I V 1-for-1 10/31/2002 A (1)	(e.g., puts, calls, warrants, options, convertible se 2. Conver- 3. 4. 5. Number sion or Transaction Of Derivative Deri- (Month/ Code Derivative vative Day/ Year) Code or Security Year) Code or Disposed (D) Of (Instr. 8) Disposed (D) Of I-for-1 10/31/2002 A (1) (A) k. Mabe A (1) (A) k. Mabe A (1) (A) Ifor-1 I0/31/2002 A (1) (A)	sion or Exercise Price of Deri- vative Security Transaction Date Transaction Code and of Derivative Securities Exercisable(DE) and Expiration Date(ED) Voluntary vative Security (Month/ Day/ Year) Voluntary Code (N) Acquired or Disposed (D) Of (Month/Day/Year) Voluntary Vative Security Year) Code (Instr.8) or Disposed (D) Of (Month/Day/Year) Code V Code V (Instr. 3,4 and 5) (DE) (ED) 1-for-1 10/31/2002 A (1) (& & (& Anbsp (A) 41.4622 Varies (2) 1-for-1 I Image: block of the securities of the	(e.g., puts, calls, warrants, options, convertible securities) 2. Conversion or Exercise 3. Transaction Exercise Date Derivative and value Securities Voluntary value Day/ Year) Voluntary Security Year) Code (Instr. 3) (A) Code (Instr. 3, 4) (A) Or Disposed (D) Of (Instr. 3, 4) (Instr. 3, 4) (Instr. 3, 4) (I	(e.g., puts, calls, warrants, options, convertible securities) 2. Conver- sion or Exercise Price of Deri- vative Security 3. 4. 5. Number of Code and Voluntary Voluntary 6. Date Exercisable(DE) and Derivative Securities (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5) 2. Conver- sion or Exercise Price of Deri- vative Security (Month/ Day/ Year) (V) Code (Instr. 8) 5. Number of Derivative Securities (Instr. 3) 6. Date Exercisable(DE) and Date(ED) (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5) Security Year) Code (Instr. 8) 0. 0. 0. 0. I-for-1 10/31/2002 A (1) (& 1.4622 (A) 41.4622 Varies (2) Common Stock - 41.4622 \$38.6900 1-for-1 I-for-1 I Image: Security of Stock - 41.4622 Common Stock - 41.4622 \$38.6900	(e.g., puts, calls, warrants, options, convertible securities) 2. Conver- sion or Exercise Price of Deri- vative Security 3. 4. 5. Number of Derivative and Voluntary Voluntary Securities 6. Date Exercisable(DE) and Exercisable(DE) and Expiration 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Securities (Instr. 3) and 4) 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) Security Vative Year) Code (Instr. 8) or Disposed (D) Of Or (Instr. 3,4 and 5) (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Securities (Instr. 3) and 4) 9. Number of Derivative Securities (Instr. 3) 1-for-1 10/31/2002 A (1) (A) (A) (A) (A) (A) (A) (A) (A) (A) (A	(e.g., puts, calls, warrants, options, convertible securities) 2. Conver- sion or Exercise 3. 4. 5. Number of Date 6. Date Exercisable(DE) and Derivative securities 7. Title and Amount of Underlying Securities 8. Price of Derivative Securities 9. Number of Derivative Securities 10. Date Transaction Date Transaction Voluntary A(A) 5. Number of Derivative Securities 6. Date Expiration 7. Title and Amount of Date(ED) 8. Price of Underlying 9. Number of Derivative Securities 0. Where- Securities Month/ Value Day/ Year) Code (Instr. 8) 5. Number of Derivative (Instr. 3, 4 and 5) 6. Date Expiration 7. Title and Amount of Underlying 8. Price of Underlying 9. Number of Derivative (Instr. 3 and (Instr. 3 and (Instr. 4) 10. I-for-1 Day/ Vear) Code (Instr. 8) Or (Instr. 3, 4 and 5) 0 0 1 0 0 I-for-1 10/31/2002 A (1) (A (1

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** Signature of Reporting Person Date

William F. Protz, Jr.

Barth J. Wolf (See POA filed August 2002)

11-01-2002

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.

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Form 4 (continued)

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FOOTNOTE Descriptions for WPS Resources Corporation WPS

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William F. Protz, Jr. 700 North Adams Street P. O. Box 19001 Green Bay, WI 54307-9001

Explanation of responses:

(1) Award of phantom stock units under WPS Resources Corporation Non-Employee Director Deferred Compensation Plan.

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(2) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination as director.

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