## O LEARY JOSEPH P

Form 4

December 19, 2002

FORM 4							OM	IB APPROVAL
[] Check this box if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  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(f) of the Investment Company Act of 1940							
subject to Section 16. Form 4 or Form 5 obligations may continue.							OMB N	
See Instruction 1(b).							3235-0287 Expires: December 31, 2001	
							Estimated average burden hours per response 0.5	
		Issuer Name and Ticker     or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer		
1. Name and Address of Reporting Person* O'Leary, Joseph P.		WPS Resources Corporation WPS		December 12, 2002		(Check all applicable)		
(Last) (First) (Middle) 700 North Adams Street P. O. Box 19001		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year)		Director		
(Street)  Green Bay, WI 54307-9001								
(City) (State) (Zip)						7. Individual or Joint/Group Filing (Check Applicable Line)		
						X Individual Filing Joint/Group Filing		
Table I - Non-Derivative Secu								<b>-</b>
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)		Transaction Code and Voluntary Code (Instr. 8)  Code   V  Amount		Securities		h or Indired	rm: rect(D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			l Price					
<u> </u>								(over)

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## Edgar Filing: O LEARY JOSEPH P - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Conver-5. Number of 6. Date 7. Title and 8. Price 9. Number of 10. 11. Nature of Derivative sion or Transaction Transaction Derivative Exercisable(DE) and Amount of Derivative Owner-Indirect Underlying Exercise Code Securities Expiration Derivative Securities Beneficial Security Date ship (Instr. 3) Price of and Acquired (A) Date(ED) Securities Security Beneficially Form of Ownership (Month/Day/Year) Deri-Voluntary (Instr. 3 (Instr.5) Owned Deriv-(Instr.4) (Month/ or vative Day/ Disposed (D) and 4) at End of ative Security Year) Code Of Month Security: (Instr.8) (Instr.4) Direct (Instr. 3,4 (D) and 5) Indirect (I) Code | V (DE) | (ED) Employee 12/12/2003 (1) A Common Stock (A) Option \$37.9600 12/12/2002 Stock -\$37.9600 17,781.0000 17,781.0000 17,781.0000 (Right to 12/12/2012 &nbsp buy) A Varies (2) Common Performance (A) 1-for-1 12/12/2002 \$37.9600 6,220.0000 Stock -D Rights 2,328,0000 2,328.0000 &nbsp Varies (2) Employee 07/12/2002 (3) Stock Common Option \$34.3800 Stock 11,200.0000 D 11,200,0000 (Right to 07/12/2010 buy) Employee 12/13/2002 (4) Stock Common \$34.0900 17,395.0000 Option Stock -D 17,395.0000 (Right to 12/13/2011 buy) Varies (5) Common Phantom 1,025.1215 1-for-1 Stock -D Stock Unit 1.025.1215 Varies (5)

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).

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.

12-18-2002

\*\* Signature of Reporting Person Date

Barth J. Wolf (See POA filed August 2002) Joseph P. O'Leary

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**FOOTNOTE Descriptions for WPS Resources Corporation WPS** 

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Joseph P. O'Leary 700 North Adams Street P. O. Box 19001 Green Bay, WI 54307-9001

## **Explanation of responses:**

- (2) The option vests in four equal annual installments beginning on December 12, 2003.
- (3) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

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