

PINNACLE WEST CAPITAL CORP

Form 4

February 20, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEMENT ROBERT S**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**PINNACLE WEST CAPITAL  
CORP [PNW]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**400 NORTH FIFTH STREET, MS  
8602**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/18/2014**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
**SVP, Site Ops PVNGS, APS**

(Street)  
**PHOENIX, AZ 85004**

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount           | (A) or (D) | Price                                                                                         |                                                          |                                   |
| Common Stock                    | 02/18/2014                           |                                                    | A                              |                                                                   | 1,285 <u>(1)</u> | A          | \$ 0 <u>(1)</u>                                                                               | 1,285                                                    | D                                 |
| Common Stock                    | 02/18/2014                           |                                                    | F <u>(2)</u>                   |                                                                   | 559              | D          | \$ 54.84                                                                                      | 726                                                      | D                                 |
| Common Stock                    | 02/18/2014                           |                                                    | A                              |                                                                   | 162 <u>(3)</u>   | A          | \$ 0 <u>(3)</u>                                                                               | 888                                                      | D                                 |
| Common Stock                    | 02/18/2014                           |                                                    | F <u>(2)</u>                   |                                                                   | 70               | D          | \$ 54.84                                                                                      | 818                                                      | D                                 |
| Common Stock                    | 02/18/2014                           |                                                    | G <u>(4)</u>                   |                                                                   | 818              | D          | \$ 0                                                                                          | 0                                                        | D                                 |

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Common Stock      02/18/2014      G<sup>(4)</sup>      818      A      \$ 0      7,601      I      by trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                                       |
| Restricted Stock Units                     | <u>(5)</u>                                             | 02/18/2014                           |                                                    | A                              | 2,464                                                                                   | <u>(6)</u>                                               | <u>(6)</u>                                                    | Common Stock                                                |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               | Amount or Number of Shares                                  |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               | 2,464                                                       |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

BEMENT ROBERT S  
400 NORTH FIFTH STREET  
MS 8602  
PHOENIX, AZ 85004

SVP, Site Ops PVNGS, APS

## Signatures

/s/ Diane Wood,  
Attorney-in-Fact

02/20/2014

                    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) Shares acquired upon the vesting of a portion of the performance shares granted in 2011.

(2) Shares retained by the Company for the purpose of meeting tax withholding requirements. The recipient retained all other shares.

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(3) Represents shares of common stock received by the individual in settlement of dividend rights that vested in connection with the performance shares that vested on February 18, 2014.

(4) The reporting person gifted the shares received on February 18, 2014 to a revocable family trust.

Each Restricted Stock Unit represents a contingent right to receive the economic equivalent of one share of the Company's common stock. The Restricted Stock Units will be settled, at the reporting person's election, in shares of common stock or 50% in common stock and 50% in cash.

(6) The Restricted Stock Units vest and will be settled in four equal, annual installments beginning on February 20, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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