PINNACLE WEST CAPITAL CORP
Form 4
February 24, 2014

# 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 *
HATFIELD JAMES R

(Last) (First) (Middle)

400 N. FIFTH STREET

(Street)

PHOENIX, AZ 85004

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & CFO, PNW & APS

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 02/20/2014 | | M | | 1,066 | A | $ 0 (1) | 1,066 | D | |
| Common Stock | 02/20/2014 | | F(2) | | 418 | D | $ 55.1 | 648 | D | |
| Common Stock | 02/20/2014 | | M | | 1,499 | A | $ 0 (1) | 2,147 | D | |
| Common Stock | 02/20/2014 | | F(2) | | 587 | D | $ 55.1 | 1,560 | D | |
| Common Stock | 02/20/2014 | | M | | 1,188 | A | $ 0 (1) | 2,748 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 02/20/2014 | | F[2] | 466 | D | $ 55.1 | 2,282 | D | |
| Common Stock | 02/20/2014 | | M | 1,432 | A | $ 0 [1] | 3,714 | D | |
| Common Stock | 02/20/2014 | | F[2] | 561 | D | $ 55.1 | 3,153 | D | |
| Common Stock | 02/20/2014 | | A | 540 | A | $ 0 [3] | 3,693 | D | |
| Common Stock | 02/20/2014 | | F[2] | 213 | D | $ 55.1 | 3,480 | D | |
| Common Stock | 02/20/2014 | | G[4] | 3,480 | D | $ 0 | 0 | D | |
| Common Stock | 02/20/2014 | | G[4] | 3,480 | A | $ 0 | 38,379 | I | by trust |
| Common Stock | | | | | | | 2,729 | I | by 401(k) |

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

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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. Pr Deriv Secu (Inst |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | [1] | 02/20/2014 | | M | | | 1,066 | [5] | [5] | Common Stock | 1,066 | |
| Restricted Stock Units | [1] | 02/20/2014 | | M | | | 1,499 | [6] | [6] | Common Stock | 1,499 | |
| | [1] | 02/20/2014 | | M | | | 1,188 | [7] | [7] | | 1,188 | |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Restricted Stock Units | | | | | | | | Common Stock | | |
| Restricted Stock Units | (1) | 02/20/2014 | | M | 1,432 | (8) | (8) | Common Stock | 1,432 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| HATFIELD JAMES R<br>400 N. FIFTH STREET<br>PHOENIX, AZ 85004 | | | EVP & CFO, PNW & APS | |

# Signatures

| | |
|---|---|
| /s/ Diane Wood,<br>Attorney-in-Fact | 02/24/2014 |
| **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)** 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.

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

**(3)** Represents shares of common stock received by the individual in settlement of dividend rights granted in connection with the 2010, 2011, 2012 and 2013 Restricted Stock Unit grants.

**(4)** The reporting person gifted the shares received on February 20, 2014 to a revocable family trust.

**(5)** The Restricted Stock Units award was granted and was effective in February 2010, and vests in four equal, annual installments beginning on February 20, 2011.

**(6)** The Restricted Stock Units award was granted and was effective in February 2011, and vests in four equal, annual installments beginning on February 20, 2012.

**(7)** The Restricted Stock Units award was granted and was effective in February 2012, and vests in four equal, annual installments beginning on February 20, 2013.

**(8)** The Restricted Stock Units award was granted and was effective in February 2013, and vests in four equal, annual installments beginning on February 20, 2014.

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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