NEXTERA ENERGY INC
Form 4
February 21, 2017

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nazar Manoochehr K

(Last) (First) (Middle)

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

(Street)

JUNO BEACH, FL 33408

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2017

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) __X__ Other (specify below)
President, Nuclear Div and CNO / President, Nuclear Div CNO-Sub

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	02/17/2017		A(1)		3,289	A	$ 0	128,307	D	
Common Stock	02/17/2017		A(2)		19,016	A	$ 0	147,323	D	
Common Stock	02/17/2017		F(3)		7,660	D	$ 126.86	139,663	D	
Common Stock	02/17/2017		F(4)		1,568	D	$ 126.86	138,095	D	
Common Stock								1,554	I	By Retirement

Savings Plan 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	(5)	02/17/2017		A		959		(5)	(5)	Common Stock	(5)
Employee Stock Option (Right to Buy)	$ 126.86	02/17/2017		A		31,494		(6)	02/17/2027	Common Stock	31,494

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nazar Manoochehr K C/O NEXTERA ENERGY, INC. 700 UNIVERSE BLVD. JUNO BEACH, FL 33408			President, Nuclear Div and CNO	President, Nuclear Div CNO-Sub

Signatures

W. Scott Seeley (Attorney-in-Fact)	02/21/2017
**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 grant made pursuant to Issuer's 2011 Long Term Incentive Plan, exempt under Rule 16b-3.

(2) 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.

(3) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired February 17, 2017 in settlement of performance share awards.

(4) Restricted stock withheld by Issuer to satisfy tax withholding obligations on vesting of restricted stock granted February 14, 2014, February 13, 2015 and February 12, 2016.

(5) 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 ($119.46 in 2016). The value of the SMCA is payable in cash following the reporting person's termination of employment with the Issuer and its subsidiaries.

(6) Options to buy 10,498 shares become exercisable on each of 02/15/2018, 02/15/2019 and 02/15/2020.

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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