

McLEOD TAMMY D
Form 4
February 22, 2012

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

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).

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 *
McLEOD TAMMY D

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 N. FIFTH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2012

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
VP & Chief Custmr Officer, APS

PHOENIX, AZ 85004

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/17/2012 | | M | 700 A ① | 771 | D | |
| Common Stock | 02/17/2012 | | D | 700 D \$ 47.86 | 71 | D | |
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| Common Stock | 02/17/2012 | | D | 700 D \$ 47.86 | 71 | D | |
| Common Stock | 02/17/2012 | | M | 283 A ② | 354 | D | |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-----|---|----------|-------|--|-------------|
| Common Stock | 02/17/2012 | | D | 283 | D | \$ 47.86 | 71 | | D |
| Common Stock | 02/17/2012 | | M | 283 | A | (2) | 354 | | D |
| Common Stock | 02/17/2012 | | F ⁽³⁾ | 114 | D | \$ 47.86 | 240 | | D |
| Common Stock | 02/17/2012 | | M | 255 | A | (2) | 495 | | D |
| Common Stock | 02/17/2012 | | D | 255 | D | \$ 47.86 | 240 | | D |
| Common Stock | 02/17/2012 | | M | 255 | A | (2) | 495 | | D |
| Common Stock | 02/17/2012 | | F ⁽³⁾ | 103 | D | \$ 47.86 | 392 | | D |
| Common Stock | 02/17/2012 | | A | 40 | A | (4) | 432 | | D |
| Common Stock | 02/17/2012 | | D | 17 | D | \$ 47.86 | 415 | | D |
| Common Stock | | | | | | | 3,290 | | I by 401(k) |

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

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(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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | (1) | 02/17/2012 | | M | 700 | (5) | (5) | Common Stock | 700 |
| | (1) | 02/17/2012 | | M | 700 | (6) | (6) | | 700 |

| | | | | | | | | |
|------------------------------|-----|------------|---|-------|-----|-----|-----------------|-------|
| Restricted Stock Units | | | | | | | Common Stock | |
| Restricted Stock Units | (2) | 02/17/2012 | M | 566 | (7) | (7) | Common Stock | 566 |
| Restricted Stock Units | (2) | 02/17/2012 | M | 510 | (8) | (8) | Common Stock | 510 |
| Restricted Stock Units | (2) | 02/21/2012 | A | 1,616 | (9) | (9) | Common Stock | 1,616 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McLEOD TAMMY D 400 N. FIFTH STREET PHOENIX, AZ 85004 | | | VP & Chief Custmr Officer, APS | |

Signatures

/s/ Diane Wood,
Attorney-in-Fact

02/22/2012

**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 comon stock or cash.
 - (2) 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 comon stock or 50% in common stock and 50% in cash.
 - (3) Shares retained by the Company for the purpose of meeting tax withholding requirements. The recipient retained all other shares.
 - (4) Represents shares of common stock received by the individual in settlement of dividend rights granted in connection with the 2010 and 2011 Restricted Stock Unit grants.
 - (5) The Restricted Stock Units award was granted and was effective in February 2008, and vests in four equal, annual installments beginning on February 20, 2009. Since February 20, 2012 was a holiday, the Restricted Stock Units vested and were released on February 17, 2012.
 - (6) The Restricted Stock Units award was granted and was effective in February 2009, and vests in four equal, annual installments beginning on February 20, 2010. Since February 20, 2012 was a holiday, the Restricted Stock Units vested and were released on February 17, 2012.
 - (7) 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. Since February 20, 2012 was a holiday, the Restricted Stock Units vested and were released on February 17, 2012.
 - (8) 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. Since February 20, 2012 was a holiday, the Restricted Stock Units vested and were released on February 17, 2012.

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(9) The Restricted Stock Units vest and will be settled in four equal, annual installments beginning on February 20, 2013.

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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