

ENTERGY CORP /DE/
Form 4
May 20, 2014

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 *
FISACKERLY HALEY

(Last) (First) (Middle)

**C/O ENTERGY CORPORATION
LEGAL DEPT., 639 LOYOLA
AVENUE**

(Street)

NEW ORLEANS, LA 70113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENTERGY CORP /DE/ [ETR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
"Officer" Under Sec 16 Rules

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/16/2014		M	2,000	\$ 64.6	D	
Common Stock	05/16/2014		S	2,000	\$ 74.3 (1)	D	
Common Stock					1,535	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)

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 64.6	05/16/2014		M	2,000	<u>(3)</u> 01/31/2023	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISACKERLY HALEY C/O ENTERGY CORPORATION LEGAL DEPT. 639 LOYOLA AVENUE NEW ORLEANS, LA 70113				"Officer" Under Sec 16 Rules

Signatures

/s/ Daniel T. Falstad by power of attorney
05/20/2014
Date

**Signature of Reporting Person

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).
The sale reported in column 4 is a weighted average price. The shares were sold in multiple transactions ranging from \$74.28 to \$74.32.
- (1) The reporting person undertakes to provide to Entergy, any security holder of Entergy or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- (2) Includes 37 shares of Entergy common stock acquired through the dividend reinvestment feature of the Entergy Corporation 2011 Equity Ownership Plan.
- (3) The options vested on January 31, 2014. The remaining options will vest in two equal annual installments on January 31, 2015 and 2016.

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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. e="border:none">This Form 4 is also being filed by: (i) OCM Principal Opportunities FundIII, L.P. ("POF III"), in its capacity as the managing member of OCM GW and, therefore, has investment and voting control over the Common Stock held by OCM GW; (ii) OCM Principal Opportunities Fund III GP, LLC ("POF III GP"), in its capacity as the general partner of POF III, (iii) Oaktree Fund GP I, L.P. ("GP I"), in its capacity as the managing member of POF III GP; (iv) Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; (v) OCM Holdings I,LLC ("Holdings I"), in its capacity as the general partner of Capital I; (vi) Oaktree Holdings, LLC ("Holdings"), in its capacity as the managing member of Holdings I.(3)This Form 4 is also being filed by: (i) Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings; (ii) Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as the holder of a majority of the voting units of OCG; (iii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP"), and together with OCM GW, POF III, POF III GP, GP I, Capital I, Holdings I, Holdings, OCG and OCGH, each a "Reporting Person" and collectively, the "Reporting Persons"). Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.(4)Each Reporting Person disclaims beneficial ownership of all Common Stock reported herein except to the extent of their respective pecuniary interest therein and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any Common Stock covered by this Form 4.(5)OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David M. Kirchheimer and Kevin L. Clayton (each, an "OCGH GP Director" and collectively, the "OCGH GP Directors"). In such capacity, the OCGH GP Directors may be deemed indirect beneficial owners of the Common Stock reported herein. Except to the extent of their respective pecuniary interest, each OCGH GP Director disclaims beneficial ownership of the Common Stock reported herein and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any Common Stock covered by this Form 4.

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