

VERBANAC DANIEL J

Form 4

February 07, 2005

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 *
VERBANAC DANIEL J

(Last) (First) (Middle)

700 NORTH ADAMS STREET, P.
O. BOX 19001

(Street)

GREEN BAY, WI 543079001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WPS RESOURCES CORP [WPS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2005

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)

Chief Oper Off, WPS ESI, a 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 Ownership (Instr. 4)
Common Stock	02/03/2005		M	2,500 A	\$ 34.09 2,500	D	
Common Stock	02/03/2005		S	2,500 D	\$ 50.75 0	D	
Common Stock	02/04/2005		M	2,500 A	\$ 34.09 2,500	D	
Common Stock	02/04/2005		S	2,500 D	\$ 51.25 0	D	
Common Stock					2,274.3158	I	By ESOP

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to buy)	\$ 34.09 (1)	02/03/2005		M	2,500	12/13/2002 12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 (1)	02/04/2005		M	2,500	12/13/2002 12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 34.75 (2)					12/14/2001 12/14/2010	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 (3)					12/12/2003 12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (4)					12/10/2004 12/10/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 48.11 (5)					12/08/2005 12/08/2014	Common Stock
Performance Rights	\$ 0 (6)					01/01/2005(6) 06/30/2005	Common Stock
	\$ 0 (6)					01/01/2006(6) 06/30/2006	

Performance Rights				Common Stock	
Performance Rights	\$ 0 ⁽⁶⁾	01/01/2007 ⁽⁶⁾	06/30/2007	Common Stock	
Performance Rights	\$ 0 ⁽⁶⁾	01/01/2008 ⁽⁶⁾	06/30/2008	Common Stock	
Phantom Stock Unit	\$ 0 ⁽⁷⁾	⁽⁸⁾	⁽⁸⁾	Common Stock	8,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERBANAC DANIEL J 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 543079001			Chief Oper Off, WPS ESI, a sub	

Signatures

By: Barth J. Wolf (See POA filed February 2004) 02/07/2005

__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) The option vests in four equal annual installments beginning on December 13, 2002.
- (2) The option vests in four equal annual installments beginning on December 14, 2001.
- (3) The option vests in four equal annual installments beginning on December 12, 2003.
- (4) The option vests in four equal annual installments beginning on December 10, 2004.
- (5) The option vests in four equal annual installments beginning on December 8, 2005.
- (6) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (7) These phantom stock units convert to common stock on a one-for-one basis.
- (8) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.

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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