## Edgar Filing: NITIDO VINCENT JR - Form 4

| NITIDO VINC   | ENT JR                              |  |   |                    |   |   |  |  |   |  |  |  |
|---|-------------------------------------|--|---|--------------------|---|---|--|--|---|--|--|--|
| Form 4  |                                     |  |   |                    |   |   |  |  |   |  |  |  |
| December 29, 2  |                                     |  |   |                    |   |   |  |  |   |  |  |  |
| FORM  | 4 UNITED                            | STATES   | SECU  | DITIFS             | AND FY  | CHANCE  | COMMISSIO  | ΝT   | APPROVAL  |  |  |  |
|   |                                     | SIAILS   |   | shington           | Number:   | 3235-0287   |  |  |   |  |  |  |
| Check this b<br>if no longer  |                                     |  |   |                    |   |   |  |  |   |  |  |  |
| subject to<br>Section 16.   | STATEN                              | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES  |   |                    |   |   |  |  |   |  |  |  |
| Form 4 or   |                                     |  |   |                    | burden ho<br>response   | •   |  |  |   |  |  |  |
| Form 5<br>obligations<br>may continu<br>See Instructi<br>1(b).        | e. Section 17(                      | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |   |                    |   |   |  |  |   |  |  |  |
| (Print or Type Res  | ponses)                             |  |   |                    |   |   |  |  |   |  |  |  |
| 1. Name and Address of Reporting Person <u>*</u><br>NITIDO VINCENT JR |                                     |  | 2. Issue<br>Symbol                                  | er Name <b>an</b>  | <b>d</b> Ticker or  | Trading   | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |  |  |
|   |                                     |  | UNISC<br>[UNS]                                      | OURCE E            | NERGY   | CORP  | (Check all applicable)   |  |   |  |  |  |
| (Last) (First) (Middle)   |                                     |  | 3. Date of Earliest Transaction<br>(Month/Day/Year) |                    |   | Director 10% Owner<br>Officer (give title Other (specify<br>below) below) |  |  |   |  |  |  |
| 1 S. CHURCH AVENUE, UE183   |                                     |  | 12/27/2   | 2005               |   |   | Vice President, General Counsel  |  |   |  |  |  |
| (Street)  |                                     |  | 4. If Am  | endment, D         | ate Origina   | 1   | 6. Individual or Joint/Group Filing(Check  |  |   |  |  |  |
|   | Filed(Mo                            | onth/Day/Yea   | ur)   |                    | Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |   |  |  |   |  |  |  |
| TUCSON, AZ  | 85701                               |  |   |                    |   |   | Person   | inore than one r   | eporting  |  |  |  |
| (City)  | (State)                             | (Zip)  | Tab   | le I - Non-        | Derivative  | Securities A  | cquired, Disposed  | of, or Beneficia   | ally Owned  |  |  |  |
|   | Transaction Date<br>lonth/Day/Year) | 2A. Deeme<br>Execution<br>any<br>(Month/Da   | Date, if  | Code<br>(Instr. 8) | 4. Securiti<br>onAcquired<br>Disposed<br>(Instr. 3, 4<br>Amount                                     | (A) or<br>of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |  |
| Reminder: Report  | on a senarate line                  | e for each cl  | ass of sec  |                    |   |   | or indirectly  |  |   |  |  |  |
|   | en a separate fin                   |  |   |                    | Perso<br>inform<br>requir   | ns who rest<br>nation cont<br>ed to resp<br>ys a curre                    | spond to the colle<br>ained in this forn<br>ond unless the fo<br>ntly valid OMB co                                 | n are not<br>rm  | SEC 1474<br>(9-02)  |  |  |  |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.            | 5. Number  | 6. Date Exercisable and | 7. Title and Amount of | 8. Price |
|-------------|-------------|---------------------|--------------------|---------------|------------|-------------------------|------------------------|----------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactionof |            | Expiration Date         | Underlying Securities  | Derivati |
| Security    | or Exercise |                     | any                | Code          | Derivative | (Month/Day/Year)        | (Instr. 3 and 4)       | Security |

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| (Instr. 3)                               | Price of<br>Derivative<br>Security | (Month/Day/Year) | Month/Day/Year) (Instr. 8) |   |      | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) |                     |                    |                 |  | (Instr. 5 |
|--|------------------------------------|------------------|----------------------------|---|------|---|---------------------|--------------------|-----------------|--|-----------|
|  |                                    |                  | Code                       | V | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |           |
| Phantom<br>Stock<br>Units <sup>(1)</sup> | \$ 0 <u>(3)</u>                    | 12/27/2005       | А                          |   | 2.61 |   | (1)(2)              | (2)                | Common<br>Stock | 2.61                                   | \$ 31.    |

## **Reporting Owners**

| Reporting Owner Name / Addres  | 55         | Relationships |                                 |       |  |  |  |  |  |
|--|------------|---------------|---------------------------------|-------|--|--|--|--|--|
|  | Director   | 10% Owner     | Officer                         | Other |  |  |  |  |  |
| NITIDO VINCENT JR<br>1 S. CHURCH AVENUE<br>UE183<br>TUCSON, AZ 85701 |            |               | Vice President, General Counsel |       |  |  |  |  |  |
| Signatures   |            |               |                                 |       |  |  |  |  |  |
| Vincent Nitido,<br>Ir  | 12/29/2005 |               |                                 |       |  |  |  |  |  |

Jr.

<u>\*\*</u>Signature of Reporting Person Date

ing 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).
- (1) Credited as fully-vested dividend equivalents under the UniSource Energy Corporation Management and Directors Deferred Compensation Plan (the "DCP") with respect to dividends declard by the issuer on its Common Stock.
- (2) Payable at the time or times elected by the reporting person under the DCP and subject to earlier payment in accordance with the DCP.
- (3) Converts to common stock on a 1-for-1 basis.

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.