

WISCONSIN ENERGY CORP

Form 4

March 29, 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 *
WARDEBERG GEORGE E

2. Issuer Name **and** Ticker or Trading
Symbol
WISCONSIN ENERGY CORP
[WEC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

231 WEST MICHIGAN STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

MILWAUKEE,, WI 53203

(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 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/28/2005		M		75,000	A	\$ 21.73	102,436 ⁽¹⁾ D
Common Stock	03/28/2005		S		25,000	D	\$ 34.79	77,436 ⁽¹⁾ D
Common Stock	03/28/2005		S		50,000	D	\$ 34.9	27,436 ⁽¹⁾ D
Common Stock								523 ⁽²⁾ I ERSP

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 21.73	03/28/2005		M	25,000	05/01/2002 ⁽³⁾ 05/01/2011	Common Stock 25,000
Stock Option (right to buy)	\$ 21.73	03/28/2005		M	50,000	05/01/2002 ⁽³⁾ 05/01/2011	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WARDEBERG GEORGE E 231 WEST MICHIGAN STREET MILWAUKEE,, WI 53203	X

Signatures

Joshua M. Erickson, as
Attorney-in-Fact 03/29/2005

__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) Includes shares acquired pursuant to a dividend reinvestment feature of WEC's Stock Plus Investment Plan in transactions exempt from Section 16 pursuant to Rule 16a-11.
- (2) Includes shares acquired under WEC's Employee Retirement Savings Plan (ERSP) in transactions exempt from Section 16(b) pursuant to Rule 16b-3(c) and exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). The number of shares in the ERSP attributable to any one

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participant varies with the price of the Common Stock. The information in this report is based on a plan statement dated as of February 28, 2005.

- (3) Pursuant to the terms of the grant, the options vest in 25% increments annually beginning on the date indicated. However, all these options vested upon the reporting person's retirement in April 2002.

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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