BILBY ELIZABETH T

Form 4

March 10, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction **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

2. Issuer Name and Ticker or Trading

UNISOURCE ENERGY CORP

Symbol

[UNS]

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

BILBY ELIZABETH T

(Last) (First)

(Middle)

1 S. CHURCH AVENUE, UE183

(Street)

03/10/2005

(Month/Day/Year)

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

3. Date of Earliest Transaction

TUCSON, AZ 85701

(City) (State) (Zip)

2. Transaction Date 2A. Deemed 1.Title of Security (Instr. 3)

(Month/Day/Year)

(Month/Day/Year)

Execution Date, if Code (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

or

OMB APPROVAL

OMB Number:

3235-0287 January 31,

Expires:

2005 Estimated average

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0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify

Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

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

Code V Amount (D) Price

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pı TransactionDerivative **Expiration Date Underlying Securities** Derivative Conversion (Month/Day/Year) Execution Date, if Deri (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Secu any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or Disp (D)	(Instr. 3, 4,					(Inst
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0 (3)	03/08/2005		A	17.88	9	(1)(2)	(2)	Common Stock	17.889	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
BILBY ELIZABETH T 1 S. CHURCH AVENUE UE183 TUCSON, AZ 85701	X						

Signatures

Vincent Nitido, Jr., Attorney in Fact 03/10/2005

**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) 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.

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