#### UNISOURCE ENERGY CORP

Form 4 May 10, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FESSLER DANIEL W L

UNISOURCE ENERGY CORP

4. If Amendment, Date Original

[UNS]

(Zip)

(Last) (First) (Middle)

1 S. CHURCH AVENUE, SUITE

1820

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

05/05/2006

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

X\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

**TUCSON, AZ 85701** 

(City)

1. Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s)

5. Amount of Securities Beneficially

Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

7. Nature of

(9-02)

6. Ownership

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

or

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(Instr. 3 and 4)

number.

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/05/2006		A	1,310		(2)	(2)	Common Stock	1,310	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
FESSLER DANIEL W L 1 S. CHURCH AVENUE SUITE 1820 TUCSON, AZ 85701	X						

# **Signatures**

C. David Lamoreaus, attorney in fact

05/10/2006

\*\*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) Each restricted stock unit (RSU) represents a contingent right to receive one share of UniSource Energy Corporation common stock.
- (2) The RSUs vest 100% on the date that is one year from the date of grant. Vested shares will be delivered to the reporting person after the reporting person terminates his/her membership on the Board of Directors of UniSource Energy.
- (3) Totals are based on RSU calculations set forth in UniSource Energy 2006 Proxy statement filed in April 2006.

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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