

ARIZONA PUBLIC SERVICE CO
Form 8-K
February 25, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 23, 2009**

| Commission File Number | Exact Name of Registrant as Specified in Charter; State or Other Jurisdiction of Incorporation; Address of Principal Executive Offices and Telephone Number including area code | IRS Employer Identification Number |
|-------------------------------|--|---|
| 1-8962 | Pinnacle West Capital Corporation (an Arizona corporation) 400 North Fifth Street, P.O. Box 53999 Phoenix, AZ 85072-3999 (602) 250-1000 | 86-0512431 |
| 1-4473 | Arizona Public Service Company (an Arizona corporation) 400 North Fifth Street, P.O. Box 53999 Phoenix, AZ 85072-3999 (602) 250-1000 | 86-0011170 |

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The registrants hereby file the following Exhibits to Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-134206 and No. 333-134206-01, which became effective on June 29, 2006).

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Underwriting Agreement dated February 23, 2009, in connection with the offering of \$500,000,000 of 8.750% Notes due 2019. |
| 4.1 | Form of the Eleventh Supplemental Indenture relating to the issuance of \$500,000,000 of 8.750% Notes due 2019. |
| 4.2 | Specimen Note of 8.750% Notes due 2019 |
| 5.1 | Opinion of Snell & Wilmer L.L.P. |
| 12.1 | Computation of Pro Forma Ratio of Earnings to Fixed Charges |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PINNACLE WEST CAPITAL CORPORATION
(Registrant)

Dated: February 25, 2009

By: */s/ James R. Hatfield*
James R. Hatfield
Senior Vice President and Chief
Financial
Officer

ARIZONA PUBLIC SERVICE COMPANY
(Registrant)

Dated: February 25, 2009

By: */s/ James R. Hatfield*
James R. Hatfield
Senior Vice President and Chief Financial
Officer