

ARIZONA PUBLIC SERVICE CO  
Form 8-K  
January 12, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **January 10, 2012**

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

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Phoenix, AZ 85072-3999

(602) 250-1000

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))

This combined Form 8-K is separately filed or furnished by Pinnacle West Capital Corporation and Arizona Public Service Company. Each registrant is filing or furnishing on its own behalf all of the information contained in this Form 8-K that relates to such registrant and, where required, its subsidiaries. Except as stated in the preceding sentence, neither registrant is filing or furnishing any information that does not relate to such registrant, and therefore makes no representation as to any such information.

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**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

The registrants hereby file the following Exhibits to Registration Statement on Form S-3 (No. 333-158779 and No. 333-158779-01, which became effective on April 24, 2009).

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated January 10, 2012, in connection with the offering of \$325,000,000 of 4.50% Notes due 2042.
4.1	Form of the Thirteenth Supplemental Indenture relating to the issuance of \$325,000,000 of 4.50% Notes due 2042.
4.2	Specimen Note of 4.50% Notes due 2042.
5.1	Opinion of David P. Falck, Executive Vice President, General Counsel and Secretary

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: January 12, 2012

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

ARIZONA PUBLIC SERVICE COMPANY  
(Registrant)

Dated: January 12, 2012

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

**Exhibit Index**

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