

WPS RESOURCES CORP

Form 4

December 10, 2004

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARPOLE DAVID W

(Last) (First) (Middle)

**700 NORTH ADAMS STREET, P.
O. BOX 19001**

(Street)

GREEN BAY, WI 543079001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WPS RESOURCES CORP [WPS]

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

12/08/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP - Energy Supply-Projs, WPSC

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 (A) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					1,693	D	
Common Stock					2,094.5287	I	By ESOP

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 48.11 <u>(1)</u>	12/08/2004		A		6,143		12/08/2005	12/08/2014	Common Stock	6,143
Performance Rights	\$ 0.0001	12/08/2004		A		715		01/01/2008 ⁽²⁾	06/30/2008	Common Stock	715
Employee Stock Option (Right to buy)	\$ 34.75 <u>(3)</u>							12/14/2001	12/14/2010	Common Stock	4,000
Employee Stock Option (Right to buy)	\$ 34.09 <u>(4)</u>							12/13/2002	12/13/2011	Common Stock	4,000
Employee Stock Option (Right to buy)	\$ 37.96 <u>(5)</u>							12/12/2003	12/12/2012	Common Stock	6,000
Employee Stock Option (Right to buy)	\$ 44.73 <u>(6)</u>							12/10/2004	12/10/2013	Common Stock	3,000
Performance Rights	\$ 0							01/01/2005 ⁽²⁾	06/30/2005	Common Stock	5,000
Performance Rights	\$ 0							01/01/2006 ⁽²⁾	06/30/2006	Common Stock	5,000
Performance Rights	\$ 0							01/01/2007 ⁽²⁾	06/30/2007	Common Stock	5,000
Phantom Stock Unit	\$ 0 ⁽⁷⁾							<u>(8)</u>	<u>(8)</u>	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARPOLE DAVID W 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 543079001			VP - Energy Supply-Projs, WPSC	

Signatures

By: Barth J. Wolf (See POA filed August 2002) 12/10/2004

__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) The option vests in four equal annual installments beginning on December 8, 2005.
- (2) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (3) The option vests in four equal annual installments beginning on December 14, 2001.
- (4) The option vests in four equal annual installments beginning on December 13, 2002.
- (5) The option vests in four equal annual installments beginning on December 12, 2003.
- (6) The option vests in four equal annual installments beginning on December 10, 2004.
- (7) These phantom stock units convert to common stock on a one-for-one basis.
- (8) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.

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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