SEC Form 4

**FORM 4**

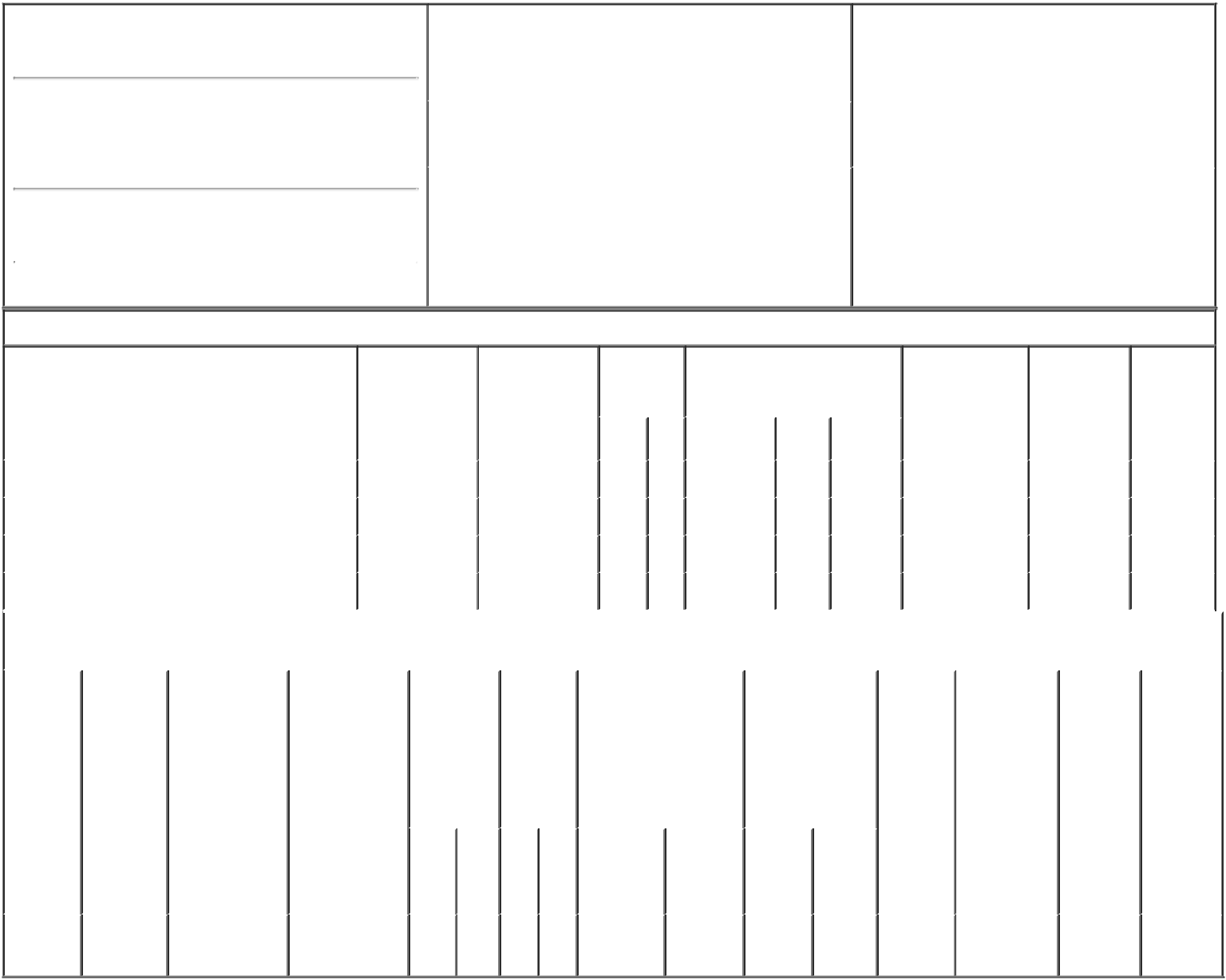
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[HATFIELD JOHN S.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001504683)

(Last) (First) (Middle)

400 NORTH 5TH STREET

MS 8602

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | PHOENIX | AZ | 85004 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 2. | | Issuer Name **and** Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | | |  |
|  | [PINNACLE WEST CAPITAL CORP](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000764622) [ PNW | | | (Check all applicable) |  |  |  |
|  |  |  |  | Director |  | 10% Owner |  |
| ] | |  |  |  |  |
|  |  | Officer (give title | X | Other (specify |  |
|  |  |  |  |  |
|  |  |  |  | below) | below) |  |
|  |  |  |  |  |  |
| 3. | | Date of Earliest Transaction (Month/Day/Year) | | VP, Communications, APS | | |  |
| 02/21/2017 | | |  |  |  |  |  |
|  |  |  |  |  | | |  |
| 4. | | If Amendment, Date of Original Filed (Month/Day/Year) | | 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** | | **2A. Deemed** | | **3.** | |  | **4. Securities Acquired (A) or** | | | | |  | **5. Amount of** | | | **6. Ownership** | **7. Nature** | |  |  |
|  |  |  |  | **Date** |  | **Execution Date,** | |  | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and** | | | | |  | **Securities** | | | **Form: Direct** | **of Indirect** | |  |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** | |  | **Code (Instr.** | | **5)** |  |  |  |  |  | **Beneficially** | | | **(D) or Indirect** | **Beneficial** | |  |  |
|  |  |  |  |  |  | **(Month/Day/Year) 8)** | | | |  |  |  |  |  |  |  | **Owned Following** | | | **(I) (Instr. 4)** | **Ownership** | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | | |  | **(Instr. 4)** | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** |  | **Amount** |  | **(A) or** | **Price** | |  | **Transaction(s)** | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  | |  |  |  | |  |  | |  |  |  |  |  |
|  | Common Stock | |  | 02/21/2017 | |  |  |  | A |  | 1,358(1) | | A | $0.00(1) | | |  | 4,973 | | D |  |  |  |  |
|  | Common Stock | |  | 02/21/2017 | |  |  |  | F(2) |  | 633 |  | D | $79.77 | | |  | 4,340 | | D |  |  |  |  |
|  | Common Stock | |  | 02/21/2017 | |  |  |  | A |  | 133(3) |  | A | $0.00(3) | | |  | 4,473 | | D |  |  |  |  |
|  | Common Stock | |  | 02/21/2017 | |  |  |  | F(2) |  | 63 |  | D | $79.77 | | |  | 4,410 | | D |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | | | |  | |  |  |  | | |  | |  | |  |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** |  | **5. Number** | **6. Date Exercisable and** | | | | **7. Title and** | |  |  | **8. Price of** | | | **9. Number of 10.** | | **11. Nature** | |  |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **of** | **Expiration Date** | | |  | **Amount of** | |  |  | **Derivative** | | | **derivative** | **Ownership** | **of Indirect** | |  |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Derivative** | **(Month/Day/Year)** | | |  | **Securities** | |  |  | **Security** | |  | **Securities** | **Form:** | **Beneficial** | |  |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** |  |  |  |  | **Underlying** | |  |  | **(Instr. 5)** | |  | **Beneficially** | **Direct (D)** | **Ownership** | |  |  |
|  |  | **Derivative** |  |  |  |  | **Acquired** |  |  |  |  | **Derivative Security** | | | |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |  |
|  |  | **Security** |  |  |  |  | **(A) or** |  |  |  |  | **(Instr. 3 and 4)** | | | |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | | **Expiration** | |  |  | **of** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** |  | **(A) (D)** | **Exercisable** | | **Date** | | **Title** | | **Shares** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (4) |  |  |  |  |  | (5) | |  | (5) | Common | | 880 |  | $0.00(4) | |  |  |  |  |  |  |  |
|  | Stock | 02/21/2017 |  | A |  | 880 |  |  |  | 880 | D |  |  |  |  |
|  |  |  |  |  | Stock |  |  |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Shares acquired upon the vesting of the portion of the performance shares granted in 2014 that were tied to the total shareholder return performance metric.
2. Shares retained by the Company for the purpose of meeting tax withholding requirements. The recipient retained all other shares.
3. Represents shares of common stock received by the individual in settlement of dividend rights that vested in connection with the performance shares that vested on February 21, 2017.
4. Each Restricted Stock Unit represents a contingent right to receive the economic equivalent of one share of the Company's common stock. The Restricted Stock Units will be settled, at the reporting person's election, in 100% shares of common stock, 50% in common stock and 50% in cash, or 100% cash.
5. The Restricted Stock Units award was granted and was effective on February 21, 2017, and vests in four equal, annual installments beginning on February 20, 2018, and will be settled in four equal, annual installments beginning February 20, 2018.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Diane Wood, Attorney-in- | | | 02/23/2017 | |  |
| Fact |  |  |  |
|  |  |  |
| \*\* Signature of Reporting Person | | | Date | |  |

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**