

TREMI BERNARD J
Form 4
February 22, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TREMI BERNARD J

(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)
02/17/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(A) or (D)	Price
Common Stock	02/17/2006		M		115	A	\$ 52.9
Common Stock	02/17/2006		S		115	D	\$ 52.7785
Common Stock					2,350.0627	I	

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

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number.

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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Rights	\$ 0 ⁽¹⁾					01/01/2007 ⁽¹⁾ 06/30/2007	Common Stock	88
Performance Rights	\$ 0 ⁽¹⁾					01/01/2008 ⁽¹⁾ 06/30/2008	Common Stock	88
Performance Rights	\$ 0 ⁽¹⁾					01/01/2009 ⁽¹⁾ 06/30/2009	Common Stock	1,3
Performance Rights	⁽¹⁾	02/17/2006		M	876	01/01/2006 ⁽¹⁾ 06/30/2006	Common Stock	87
Phantom Stock Unit	⁽²⁾	02/17/2006		A	936	⁽³⁾ ⁽³⁾	Common Stock	93
Employee Stock Option (Right to buy)	\$ 34.75 ⁽⁴⁾					12/14/2001 12/14/2010	Common Stock	6,2
Employee Stock Option (Right to buy)	\$ 34.09 ⁽⁵⁾					12/13/2002 12/13/2011	Common Stock	6,5
Employee Stock Option (Right to buy)	\$ 37.96 ⁽⁶⁾					12/12/2003 12/12/2012	Common Stock	6,6
Employee Stock Option (Right to buy)	\$ 44.73 ⁽⁷⁾					12/10/2004 12/10/2013	Common Stock	6,5
Employee Stock Option	\$ 48.11 ⁽⁸⁾					12/08/2005 12/08/2014	Common Stock	7,6

(Right to Buy)

Employee

Stock Option \$ 54.85

(Right to Buy) (9)

12/07/2006

12/07/2015

Common Stock

9.4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TREMI BERNARD J 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 543079001			Senior VP - Human Resources	

Signatures

By: Barth J. Wolf (See POA filed August 2002)

02/22/2006

__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) 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.
- (2) These phantom stock units convert to common stock on a one-for-one basis.
- (3) 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.
- (4) The option vests in four equal annual installments beginning on December 14, 2001.
- (5) The option vests in four equal annual installments beginning on December 13, 2002.
- (6) The option vests in four equal annual installments beginning on December 12, 2003.
- (7) The option vests in four equal annual installments beginning on December 10, 2004.
- (8) The option vests in four equal annual installments beginning on December 8, 2005.
- (9) The option vests in four equal annual installments beginning on December 7, 2006.

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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