

PINNACLE WEST CAPITAL CORP  
 Form 4  
 February 20, 2009

**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 \*  
**POST WILLIAM J**

2. Issuer Name and Ticker or Trading Symbol  
**PINNACLE WEST CAPITAL CORP [PNW]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**400 N. FIFTH STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/18/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO & Chairman / Chairman, APS**

**PHOENIX, AZ 85004**

(City) (State) (Zip)

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

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	02/18/2009		J <sup>(1)</sup>		32,996	D	Ⓛ
Common Stock	02/20/2009		M		5,625	A	Ⓛ
Common Stock	02/20/2009		D		5,625	D	\$ 28.71
Common Stock	02/20/2009		M		7,438	A	Ⓛ
Common Stock	02/20/2009		D		7,438	D	\$ 28.71

Common Stock 6,994 I by 401(k)

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

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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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(2)	02/20/2009		M	5,625	02/20/2009(3) 02/20/2009(3)	Common Stock	5,625
Restricted Stock Units	(2)	02/20/2009		M	7,438	02/20/2009(4) 02/20/2009(4)	Common Stock	7,438

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POST WILLIAM J 400 N. FIFTH STREET PHOENIX, AZ 85004	X		CEO & Chairman	Chairman, APS

## Signatures

/s/ Diane Wood,  
Attorney-in-Fact 02/20/2009

\*\*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) On February 18, 2009, it was determined by the Company that the stock award reported on January 23, 2009 was an error.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock or the cash equivalent.
- (3) This restricted stock units award was granted in February 2007, effective in May of 2007, and vests in four equal, annual installments beginning on February 20, 2008.
- (4) This restricted stock units award was granted and effective in February of 2008, and vests in four equal, annual installments beginning on February 20, 2009.

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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