

WPS RESOURCES CORP
 Form 4
 December 22, 2004

FORM 4

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

OMB APPROVAL

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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 *
FORD DIANE L

 (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)
12/20/2004

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
VP-Controller & Chf Acctg Off

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/20/2004 | | A | 1.134 A \$ 49.035 | 1,954.371 | D | |
| Common Stock | | | | | 1,943.9983 | I | By ESOP |

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

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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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Underlying Securities | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Underlying Securities |
| Phantom Stock Unit | <u>(1)</u> | 12/20/2004 | | A | 76.137 | <u>(2)</u> | <u>(2)</u> | Common Stock | 76 |
| Employee Stock Option (Right to buy) | \$ 23.1875 <u>(3)</u> | | | | | 03/13/2001 | 03/13/2010 | Common Stock | 3 |
| Employee Stock Option (Right to buy) | \$ 34.75 <u>(4)</u> | | | | | 12/14/2001 | 12/14/2010 | Common Stock | 5 |
| Employee Stock Option (Right to buy) | \$ 34.09 <u>(5)</u> | | | | | 12/13/2002 | 12/13/2011 | Common Stock | 6 |
| Employee Stock Option (Right to buy) | \$ 37.96 <u>(6)</u> | | | | | 12/12/2003 | 12/12/2012 | Common Stock | 6 |
| Employee Stock Option (Right to buy) | \$ 44.73 <u>(7)</u> | | | | | 12/10/2004 | 12/10/2013 | Common Stock | 6 |
| Employee Stock Option (Right to Buy) | \$ 48.11 <u>(8)</u> | | | | | 12/08/2005 | 12/08/2014 | Common Stock | 7 |
| Performance Rights | \$ 0 | | | | | 01/01/2005 ⁽⁹⁾ | 06/30/2005 | Common Stock | 9 |
| Performance Rights | \$ 0 | | | | | 01/01/2006 ⁽⁹⁾ | 06/30/2006 | Common Stock | 8 |
| Performance Rights | \$ 0 | | | | | 01/01/2007 ⁽⁹⁾ | 06/30/2007 | Common Stock | 8 |

Performance Rights \$ 0.0001

01/01/2008⁽⁹⁾ 06/30/2008

Common Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD DIANE L 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 543079001 | | | VP-Controller & Chf Acctg Off | |

Signatures

By: Barth J. Wolf (See POA filed in August 2002) 12/22/2004

__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) These phantom stock units convert to common stock on a one-for-one basis.
- (2) 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.
- (3) The option vests in four equal annual installments beginning on March 13, 2001.
- (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) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.