

PINNACLE WEST CAPITAL CORP
 Form 4
 October 21, 2016

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 *
HATFIELD JAMES R

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 NORTH FIFTH STREET, MS
 8602
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/19/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CFO, PNW & APS

PHOENIX, AZ 85004

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/19/2016 | | A | | 5,470 <u>(1)</u> | A | \$ 0 <u>(1)</u> 5,470 D |
| Common Stock | 10/19/2016 | | F ⁽²⁾ | | 2,394 | D | \$ 74.96 3,076 D |
| Common Stock | 10/19/2016 | | A | | 657 <u>(3)</u> | A | \$ 0 <u>(3)</u> 3,733 D |
| Common Stock | 10/19/2016 | | F ⁽²⁾ | | 288 | D | \$ 74.96 3,445 D |
| Common Stock | 10/19/2016 | | G ⁽⁴⁾ | | 3,445 | D | \$ 0 <u>(4)</u> 0 D |

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- (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 October 19, 2016.
- (4) The reporting person gifted the shares received on October 19, 2016 to a revocable family trust.

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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