

# PINNACLE WEST CAPITAL CORP

Reported by  
**NEWQUIST NANCY E**

## FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 02/07/97

Address	400 NORTH FIFTH STREET MS8695 PHOENIX, AZ 85004
Telephone	602 250 1000
CIK	0000764622
Symbol	PNW
SIC Code	4911 - Electric Services
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

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(Annual Statement of Changes in Beneficial Ownership)

Filed 2/7/1997

Address	400 NORTH FIFTH STREET . PHOENIX, Arizona 85004
Telephone	602-379-2500
CIK	0000764622
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

U.S. SECURITIES AND EXCHANGED COMMISSION  
Washington, D.C. 20549

F O R M 5

OMB APPROVAL

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number 3235-0362  
Expires: September 30, 1998  
Estimated ave. burden  
hours per response.....1.0

Check this box if  
[ ] no longer Subject  
to Section 16.

[ ] Form 3 Holdings Rep. 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  
[ ] Form 4 Trans. Rep. Section 30(f) of the Investment Company Act 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all Applicable)	
Felker	Nancy	E	Pinnacle West Capital Corp (PNW )		Director	10% Owner
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year	
P.O. Box 52132			507-68-1843		12/31/1996	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
Phoenix	AZ	85072			X Form filed by One Reporting Person	
(City)	(State)	(Zip)			--- 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 (Mon/Day/Yr)	3. Trans. Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 & 4)	6. Own. Form (D) or (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) (D)	Price			
Common Stock	11/20/1996	A (01)	850	A	\$.0000 (01)			
Common Stock	12/16/1996	F (02)	285	D	\$30.4375	11745	D	
Common Stock (03)	(04)	B	168	A	\$.0000 (04)	596	I ESP Trust	

Reminder: Report on a separate line for each class securities owned directly or indirectly.  
\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mon/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Form of Ownership (Dir. or Ind. (I))	11. Nature of Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date					
Employee Stock Option	\$31.4400	11/20 1996	A	4250		11/20 2006	(05)	Common Stock	4250	4250	D	

Explanation of Responses:

- (01) Award of restricted stock pursuant to Company Long-Term Incentive Plan. Includes tandem right to withhold shares to satisfy tax liability.
- (02) Exercise of rights to withhold shares to satisfy tax liability upon distribution of restricted stock.
- (03) Change in name from "Newquist" to "Felker"
- (04) Shares acquired between 1/1/96 and 12/31/96 under the company's employee savings plan at prices ranging from \$26.50 to \$31.75 per share. Totals as of 12/31/96.
- (05) The option becomes exercisable at 1/3 of grant per year commencing on 1st anniversary date. The option includes the tandem right to withhold shares to satisfy the exercise price and/or tax liability.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). /s/Nancy E. Felker 02/03/1997

Note: File three copies of this form, one of which must be manually signed. \*\*Signature of Reporting Person Date

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMD Number SEC 2270 (7-96)

