

# PINNACLE WEST CAPITAL CORP

Reported by  
**BRANDT DONALD E**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/24/14 for the Period Ending 02/20/14

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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>BRANDT DONALD E</b>  (Last) (First) (Middle)  <b>400 N. FIFTH STREET</b>  (Street)  <b>PHOENIX, AZ 85004</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>PINNACLE WEST CAPITAL CORP [ PNW ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span>  <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman, President &amp; CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/20/2014</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/20/2014		M		3913	A	\$0.00 (1)	111745	D	
Common Stock	2/20/2014		D		3913	D	\$55.10	107832	D	
Common Stock	2/20/2014		M		3912	A	\$0.00 (1)	111744	D	
Common Stock	2/20/2014		F (2)		1749	D	\$55.10	109995	D	
Common Stock	2/20/2014		M		4496	A	\$0.00 (1)	114491	D	
Common Stock	2/20/2014		D		4496	D	\$55.10	109995	D	
Common Stock	2/20/2014		M		4495	A	\$0.00 (1)	114490	D	
Common Stock	2/20/2014		F (2)		2010	D	\$55.10	112480	D	
Common Stock	2/20/2014		M		4273	A	\$0.00 (1)	116753	D	
Common Stock	2/20/2014		D		4273	D	\$55.10	112480	D	
Common Stock	2/20/2014		M		4273	A	\$0.00 (1)	116753	D	
Common Stock	2/20/2014		F (2)		1911	D	\$55.10	114842	D	
Common Stock	2/20/2014		M		4093	A	\$0.00 (1)	118935	D	
Common Stock	2/20/2014		D		4093	D	\$55.10	114842	D	
Common Stock	2/20/2014		M		4093	A	\$0.00 (1)	118935	D	
Common Stock	2/20/2014		F (2)		1830	D	\$55.10	117105	D	
Common Stock	2/20/2014		A		1801	A	\$0.00 (3)	118906	D	
Common Stock	2/20/2014		F (2)		849	D	\$55.10	118057	D	
Common Stock								1545	I	by 401(k)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Restricted Stock Units	(1)	2/20/2014		M		7825	(4)	(4)	Common Stock	7825	(1)	0	D	
Restricted Stock Units	(1)	2/20/2014		M		8991	(5)	(5)	Common Stock	8991	(1)	8991	D	
Restricted Stock Units	(1)	2/20/2014		M		8546	(6)	(6)	Common Stock	8546	(1)	17092	D	
Restricted Stock Units	(1)	2/20/2014		M		8186	(7)	(7)	Common Stock	8186	(1)	24558	D	

**Explanation of Responses:**

- (1) Each Restricted Stock Unit represents a contingent right to receive the economic equivalent of one share of the Company's common stock. The Restricted Stock Units will be settled, at the reporting person's election, in shares of common stock or 50% in common stock and 50% in cash.
- (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 granted in connection with the 2010, 2011, 2012 and 2013 Restricted Stock Unit grants.
- (4) The Restricted Stock Units award was granted and was effective in February 2010, and vests in four equal, annual installments beginning on February 20, 2011.
- (5) The Restricted Stock Units award was granted and was effective in February 2011, and vests in four equal, annual installments beginning on February 20, 2012.
- (6) The Restricted Stock Units award was granted and was effective in February 2012, and vests in four equal, annual installments beginning on February 20, 2013.
- (7) The Restricted Stock Units award was granted and was effective in February 2013, and vests in four equal, annual installments beginning on February 20, 2014.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BRANDT DONALD E 400 N. FIFTH STREET PHOENIX, AZ 85004</b>	<b>X</b>		<b>Chairman, President &amp; CEO</b>	

**Signatures**

/s/ Diane Wood, Attorney-in-Fact

2/24/2014

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.