

PINNACLE WEST CAPITAL CORP

FORM 8-A12B/A

(Amended Securities Registration (section 12(b)))

Filed 06/28/02

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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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A/A

(AMENDMENT NO. 2)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

Pinnacle West Capital Corporation

(Exact name of registrant as specified in its charter)

Arizona
(State of Incorporation or Organization)

86-0512431
(IRS Employer Identification No.)

400 North Fifth Street, P. O. Box 53999, Phoenix, Arizona 85072-3999
(Address of principal executive offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Preferred Share Purchase Rights

Name of each exchange on which
each class is to be registered

New York Stock Exchange
Pacific Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The stockholder rights plan (the "Rights Plan") of Pinnacle West Capital Corporation (the "Company") was amended, effective January 1, 2002, to (i) change the rights agent thereunder from BankBoston, N.A. to EquiServe Trust Company, N.A., and (ii) amend the qualification requirements of any successor rights agent.

The changes to the Rights Plan are set forth in the Amendment to Rights Agreement (the "Amendment") by and among the Company, BankBoston N.A., and EquiServe Trust Company, N.A. The summary set forth below does not purport to be complete and is qualified in its entirety by the Amendment filed herewith and incorporated herein by reference.

The primary effects of the Amendment are:

- * To change the Rights Agent from BankBoston, N.A. to EquiServe Trust Company, N.A.;
- * To eliminate the requirement that any successor Rights Agent have an office in the State of Arizona or New York; and
- * To change the requirement that any successor Rights Agent have, individually, a combined capital and surplus of at least \$50 million, to the requirement that such successor Rights Agent have, individually or combined with an affiliate, a combined capital and surplus of at least \$100 million.

ITEM 2. EXHIBITS.

The Company hereby incorporates the following Exhibit by reference to the filing set forth below:

Exhibit No. -----	Description -----	Previously Filed As -----	File No. -----	Date Effective -----
4.1	Amendment to Rights Agreement effective as of January 1, 2002	Exhibit 4.1 to the Company's March 2002 Form 10-Q Report	1-8962	5-15-02

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PINNACLE WEST CAPITAL CORPORATION

Dated: June 28, 2002 By: Barbara M. Gomez Barbara M. Gomez, Treasurer

-3-

End of Filing

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