

PINNACLE WEST CAPITAL CORP

FORM D/A

(Amended Small Company Offering and Sale of Securities Without Registration)

Filed 06/07/11

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

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

OMB APPROVAL

OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden
hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0000764622

Previous Name(s) None

AZP GROUP INC

Entity Type

- Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

Name of Issuer

PINNACLE WEST CAPITAL
CORP

Jurisdiction of
Incorporation/Organization

ARIZONA

Year of Incorporation/Organization

- Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

2. Principal Place of Business and Contact
Information

Name of Issuer

PINNACLE WEST CAPITAL CORP

Street Address 1

400 NORTH FIFTH STREET

Street Address 2

MS8695

City

PHOENIX

State/Province/Country

ARIZONA

ZIP/Postal Code

85004

Phone No. of Issuer

602 250 1000

3. Related Persons

Last Name **Basha Jr.** First Name **Edward** Middle Name **N.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Clark-Johnson** First Name **Susan** Middle Name
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Gallagher** First Name **Michael** Middle Name **L.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Grant** First Name **Pamela** Middle Name
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Herberger, Jr.** First Name **Roy** Middle Name **A.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Lopez** First Name **Humberto** Middle Name **S.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Munro** First Name **Kathryn** Middle Name **L.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Nordstrom** First Name **Bruce** Middle Name **J.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Parker** First Name **W.** Middle Name **Douglas**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Brandt** First Name **Donald** Middle Name **E.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Edington** First Name **Randall** Middle Name **K.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Falck** First Name **David** Middle Name **P.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Hatfield** First Name **James** Middle Name **R.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Robinson** First Name **Donald** Middle Name **G.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Schiavoni** First Name **Mark** Middle Name **A.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Sundberg** First Name **Lori** Middle Name **S.**
Street Address 1 **400 North Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Cortese** First Name **Denis** Middle Name **A.**
Street Address 1 **400 N. Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Danner** First Name **Denise** Middle Name **R.**
Street Address 1 **400 N. Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Nickloy** First Name **Lee** Middle Name **R.**
Street Address 1 **400 N. Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Klein** First Name **Dale** Middle Name **E.**
Street Address 1 **400 N. Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Hatfield** First Name **John** Middle Name **S.**
Street Address 1 **400 N. Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Dinkel** First Name **Patrick** Middle Name
Street Address 1 **400 N. Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Froetscher** First Name **Daniel** Middle Name **T.**
Street Address 1 **400 N. Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Guldner** First Name **Jeffrey** Middle Name **B.**
Street Address 1 **400 N. Fifth Street** Street Address 2
City **Phoenix** State/Province/Country **ARIZONA** ZIP/Postal Code **85004**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name

McLeod

First Name

Tammy

Middle Name

D.

Street Address 1

400 N. Fifth Street

Street Address 2

City

Phoenix

State/Province/Country

ARIZONA

ZIP/Postal Code

85004

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
 - Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
 - Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- | | | |
|---|--------------------------------------|--|
| <input type="checkbox"/> New Notice | Date of First Sale 2001-05-01 | <input type="checkbox"/> First Sale Yet to Occur |
| <input checked="" type="checkbox"/> Amendment | | |

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input checked="" type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **250000** USD

12. Sales Compensation

Recipient **Barclays Capital Inc.** Recipient CRD Number None
19714
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 **745 Seventh Avenue** Street Address 2
City **New York** State/Province/Country **NEW YORK** ZIP/Postal Code **10019**
State(s) of Solicitation All States Foreign/Non-US

Recipient **Banc of America Securities, LLC.** Recipient CRD Number None
26091
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 **One Bryant Park** Street Address 2 **8th Floor**
City **New York** State/Province/Country **NEW YORK** ZIP/Postal Code **10036**
State(s) of Solicitation All States Foreign/Non-US

Recipient **Goldman, Sachs & Co.** Recipient CRD Number None
361
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 **30 Hudson Street** Street Address 2 **Attn: Ken Gumbs**
City **Jersey City** State/Province/Country **NEW JERSEY** ZIP/Postal Code **07302**
State(s) of Solicitation All States Foreign/Non-US

Recipient **Credit Suisse First Boston Corporation** Recipient CRD Number **816** None
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 **11 Madison Avenue, 5th Floor** Street Address 2 **Attn: Emily Laochua**
City **New York** State/Province/Country **NEW YORK** ZIP/Postal Code **10010**
State(s) of Solicitation All States Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount	\$ USD	<input checked="" type="checkbox"/> Indefinite
Total Amount Sold	\$ 6900000 USD	
Total Remaining to be Sold	\$ USD	<input checked="" type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

13. Continuous offering comm'l paper program consisting of short-term notes. The max amt authorized to be outstanding at any time is \$200M. The amt outstanding varies day to day based on liquidity needs of the company as does the number of investors.

14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 1

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 0 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$ 0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

Typically sales commissions of around 5 basis points are paid to dealers.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Pinnacle West Capital Corporation will use the proceeds from this offering to meet working capital needs and to repay its indebtedness.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
PINNACLE WEST CAPITAL CORP	/s/ James R. Hatfield	James R. Hatfield	Sr. Vice President and Chief Financial Officer	2011-06-07