

WPS RESOURCES CORP
 Form 4
 December 10, 2004

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 *
NICK BARBARA A

(Last) (First) (Middle)

700 NORTH ADAMS STREET, P.
 O. BOX 19001

(Street)

GREEN BAY, WI 543079001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WPS RESOURCES CORP [WPS]

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

12/08/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Vice Pres, Corporate Services

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 15 | I | By Custodian For Son |
| Common Stock | | | | | 19.917 | I | By Custodian For Son by SIP |
| Common Stock | | | | | 34.917 | I | By Daughter by Stock Investment Plan |

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| | | | |
|--------------|------------|---|--------------------------|
| Common Stock | 1,618.3464 | I | By ESOP |
| Common Stock | 3,254.6574 | I | By Spouse by ESOP |
| Common Stock | 113.854 | I | Joint with Spouse by SIP |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | Amount of Underlying Security |
| Employee Stock Option (Right to Buy) | \$ 48.11 <u>(1)</u> | 12/08/2004 | | A | 6,071 | 12/08/2005 12/08/2014 | Common Stock | |
| Performance Rights | \$ 0.0001 | 12/08/2004 | | A | 707 | 01/01/2008 ⁽²⁾ 06/30/2008 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 34.09 <u>(3)</u> | | | | | 12/13/2002 12/13/2011 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 37.96 <u>(4)</u> | | | | | 12/12/2003 12/12/2012 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 44.73 <u>(5)</u> | | | | | 12/10/2004 12/10/2013 | Common Stock | |
| | | | | | | 12/13/2002 12/13/2011 | | |

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- (6) These phantom stock units convert to common stock on a one-for-one basis.
- (7) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.