

O LEARY JOSEPH P

Form 4

January 17, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O LEARY JOSEPH P

(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)

01/16/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr VP & Chf Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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	01/16/2006		J ⁽¹⁾	V	201.7619	A	\$ 0 307.8992
						I	By ESOP

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to buy)	\$ 34.38 <u>(2)</u>							07/12/2002	07/12/2010	Common Stock	11,2
Employee Stock Option (Right to buy)	\$ 34.09 <u>(3)</u>							12/13/2002	12/13/2011	Common Stock	17,3
Employee Stock Option (Right to buy)	\$ 37.96 <u>(4)</u>							12/12/2003	12/12/2012	Common Stock	17,7
Employee Stock Option (Right to buy)	\$ 44.73 <u>(5)</u>							12/10/2004	12/10/2013	Common Stock	17,3
Employee Stock Option (Right to Buy)	\$ 48.11 <u>(6)</u>							12/08/2005	12/08/2014	Common Stock	23,3
Employee Stock Option (Right to Buy)	\$ 54.85 <u>(7)</u>							12/07/2006	12/07/2015	Common Stock	23,9
Performance Rights	\$ 0							01/01/2006	06/30/2006	Common Stock	2,3
Performance Rights	\$ 0							01/01/2007	06/30/2007	Common Stock	2,3
Performance Rights	\$ 0							01/01/2008	06/30/2008	Common Stock	2,7
Performance Rights	\$ 0 <u>(8)</u>							01/01/2009 <u>(8)</u>	06/30/2009	Common Stock	3,3
	\$ 0 <u>(9)</u>							<u>(10)</u>	<u>(10)</u>		12,069

Phantom
Stock UnitCommon
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O LEARY JOSEPH P 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 543079001			Sr VP & Chf Financial Officer	

Signatures

By: Barth J. Wolf (See POA filed August
2002)

01/17/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Reflects shares allocated by the company's ESOP program on December 31, 2005. This transaction is being voluntarily reported.
 - (2) The option vests in four equal annual installments beginning on July 12, 2002.
 - (3) The option vests in four equal annual installments beginning on December 13, 2002.
 - (4) The option vests in four equal annual installments beginning on December 12, 2003.
 - (5) The option vests in four equal annual installments beginning on December 10, 2004.
 - (6) The option vests in four equal annual installments beginning on December 8, 2005.
 - (7) The option vests in four equal annual installments beginning on December 7, 2006.
 - (8) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
 - (9) These phantom stock units convert to common stock on a one-for-one basis.
 - (10) 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.

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