

ENTERGY CORP /DE/
Form 4
November 27, 2002

FORM 4

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

OMB APPROVAL

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

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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

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| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Wilder C. John | | | Entergy Corporation (ETR) | | | <input type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) Executive Vice President | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year | | |
| Entergy Corporation | | | | | | 11/25/02 | | |
| 639 Loyola Avenue | | | | | | | | |
| (Street) | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | |
| New Orleans, LA 70113 | | | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (City) | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| (State) | | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (Zip) | | | | | | | | |

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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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 | | | |
| Entergy Corporation Common Stock | 11/25/02 | | P | | 10,000 | A | 43.90 | 0 | D | |
| Entergy Corporation Common Stock | 11/25/02 | | F ⁽¹⁾ | | 10,000 | D | 43.90 | 0 | D | |
| Entergy Corporation Common Stock | 11/25/02 | | M | | 10,000 | A | 29.94 | 0 | D | |
| Entergy Corporation Common Stock | 11/25/02 | | S | | 5,000 (1) | D | 43.82 | 0 | D | |
| Entergy Corporation Common Stock | 11/26/02 | | S | | 5,000 (1) | D | 43.82 | 0 | D | |
| Entergy Corporation Common Stock | | | | | | | | 793 | I | Savings Plan Balance 09/30/02 |
| Entergy Corporation Common Stock | 11/26/02 | | P | | 5,000 ⁽²⁾ | A | 43.88 | 0 | D | |
| Entergy Corporation Common Stock | 11/26/02 | | F | | 5,000 (2) | D | 43.88 | 0 | D | |

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| | | | | | | | | | | | |
|------------------------------------|----------|--|---|--|-----------|---|-------|--|-------|---|--|
| Energy Corporation Common Stock | 11/26/02 | | M | | 5,000 (2) | A | 29.94 | | 5,000 | D | |
|------------------------------------|----------|--|---|--|-----------|---|-------|--|-------|---|--|

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).

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

FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 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 Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | 29.94 | 11/25/02 | | M | | 14,626 (1) | | 07/28/99 | 01/28/09 | ETR Common | 14,626 | | 0 (1) | D | |
| Phantom Units | 1-for-1 | 11/25/02 | | M | | 4,626 (1) | | Note 1 | Note 1 | ETR Common | 4,626 | | 4,626 | D | |
| Employee Stock Option (right to buy) | 43.90 | 11/25/02 | | A | | 10,000 (1) | | 11/25/02 | 01/28/09 | ETR Common | 10,000 | | 10,000 | D | |
| Employee Stock Option (right to buy) | 29.94 | 11/26/02 | | M | | 7,310 (2) | | 7/28/99 | 1/28/09 | ETR Common | 7,310 | | 0 (2) | D | |
| Phantom Units | 1-for-1 | 11/26/02 | | M | | 2,310 (2) | | Note 2 | Note 2 | ETR Common | 2,310 | | 2,310 | D | |
| Employee Stock Option (right to buy) | 43.88 | 11/26/02 | | A | | 5,000 (2) | | 11/27/02 | 1/28/09 | ETR Common | 5,000 | | 5,000 | D | |

Explanation of Responses:

(1) The filing individual engaged in a "Stock for Stock" exercise of 14,626 options. The exercise price, tax withholding and commission price were paid by surrendering 10,000 shares to the Company, which the filing individual purchased on the open market on November 25, 2002. Following the exercise, the filing individual received 10,000 shares plus his gain (4,626 shares), the value of which 4,626 shares was deferred into phantom Entergy units held in a brokerage account. The deferral is until the earlier of January 3, 2005 or retirement from the Company. The reporting person did not realize profit in connection with purchases and sales as reported in this Form 4 and in the previous Form 4's filed during the past six months. Additional information concerning "Stock-for-Stock" exercises can be found in a Form 8-K filed by the Company on May

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1, 2002.

(2) The filing individual engaged in a "Stock for Stock" exercise of 7,310 options. The exercise price, tax withholding and commission price were paid by surrendering 5,000 shares to the Company, which the filing individual purchased on the open market on November 26, 2002. Following the exercise, the individual received 5,000 shares plus his gain (2,310 shares), the value of which 2,310 shares was deferred into phantom Entergy units held in a brokerage account. The deferral is until the earlier of January 3, 2005 or retirement from the Company. The filing individual did not realize any profit in connection with the purchases and sales as reported in this Form 4 and in the previous Form 4s filed during the past six months. Additional information concerning "Stock for Stock" exercises can be found in a Form 8-K filed by the Company on May 1, 2002.

By: /s/ **Christopher T. Screen**

11/27/02

C. John Wilder

Date

**Signature of Reporting Person

**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.

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