

MCDONALD HUGH T
Form 4
March 03, 2003

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).

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
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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)	
MCDONALD, HUGH T.		ENTERGY CORPORATION (ETR)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)	
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year	
639 Loyola Avenue				02/28/03	
(Street)				5. If Amendment, Date of Original (Month/Day/Year)	
New Orleans, LA 70113					
(City) (State) (Zip)				7. Individual or Joint/Group Filing (Check Applicable Line)	
				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 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	02/28/03		P		4,700	A	45.46		D	
Entergy Corporation Common Stock	02/28/03		P		4,700	A	45.63		D	
Entergy Corporation Common Stock	02/28/03		F ⁽¹⁾		9,199	D	45.50		D	
Entergy Corporation Common Stock	02/28/03		M		9,199	A	23.00		D	
Entergy Corporation Common Stock	02/28/03		S		4,700	D	45.43		D	
Entergy Corporation Common Stock	02/28/03		S		4,700	D	45.40	0	D	
Entergy Corporation Common Stock	02/28/03							4,123	I	Savings Plan Balance 12/31/02

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).

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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. Name of Immediate Beneficial Owner (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	23.00	02/28/03		M		18,067		07/27/00	01/27/10	ETR Common	18,067		0	D	
Phantom Units	1 for 1	02/28/03		M		8,868		Note 1	Note 1	ETR Common	8,868		15,657	D	
Employee Stock Option (right to buy)	45.50	02/28/03		A		9,199 (1)		02/28/03	01/27/10	ETR Common	9,199		9,199	D	

Explanation of Responses:

(1) The filing individual engaged in a "Stock for Stock" exercise of 18,067 options. The exercise price, tax withholding and commission price were paid by surrendering 9,199 shares to the Company, which the filing individual purchased on the open market on February 28, 2003 (a total purchase of 9,400 shares was made on February 28, 2003). Following the exercise, the filing individual received 9,199 shares plus his gain (8,868 shares), the value of which 8,868 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 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**
for Hugh T. McDonald

03/03/03
 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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