

PROTZ WILLIAM F JR

Form 4

December 23, 2002

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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(f) of the Investment Company Act of 1940	OMB APPROVAL  <hr/> OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5
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1. Name and Address of Reporting Person* <b>Protz, Jr., William F.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>700 North Adams Street</b> <b>P. O. Box 19001</b>  <div style="text-align: center;">(Street)</div> <b>Green Bay, WI 54307-9001</b>  <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	2. Issuer Name and Ticker or Trading Symbol  <b>WPS Resources Corporation</b> <b>WPS</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year)  <b>December 20, 2002</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other Officer/Other Description  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D   Price			
Common Stock	12/20/2002	R	16.6210   A \$39.2250	1,235.2181	I	By Stock Investment Plan
Common Stock				430,237.0000	I	As trustee for Harry K. Wrench Trust
Common Stock				265,126.0000	I	As trustee for Ruth Frazer Wrench Trust
Common Stock				21,680.0000	I	By Spouse by Stock Investment Plan

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<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>										
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date  (Month/ Day/ Year)	4. Transac- tion Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of  (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
<b>Deferred Stock Unit</b>	<b>1-for-1</b>	<b>12/20/2002</b>	<b>A (1)</b> <b>&amp;nbsp;</b>	<b>(A)</b> <b>25.8188</b>	<b>Varies (2)</b> <b>Varies (2)</b>	<b>Common Stock - 25.8188</b>	<b>\$39.5000</b>	<b>2,722.3689</b>	<b>D</b>	
<b>Phantom Stock Unit</b>	<b>1-for-1</b>	<b>12/20/2002</b>	<b>A (3)</b> <b>&amp;nbsp;</b>	<b>(A)</b> <b>7.1574</b>	<b>Varies (2)</b> <b>Varies (2)</b>	<b>Common Stock - 7.1574</b>	<b>\$39.5000</b>	<b>535.6007</b>	<b>D</b>	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts  
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**12-23-2002**

\*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of  
which must be manually signed. If space is  
insufficient,

See Instruction 6 for procedure.

**Barth J. Wolf (See POA filed August 2002)**  
**William F. Protz, Jr.**

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.

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**Form 4 (continued)**

**FOOTNOTE Descriptions for WPS Resources Corporation WPS**

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**William F. Protz, Jr.**  
**700 North Adams Street**  
**P. O. Box 19001**  
**Green Bay, WI 54307-9001**

**Explanation of responses:**

- (1) Award of deferred stock units under WPS Resources Corporation Non-Employee Director Deferred Compensation and Deferred Stock Unit Plan.
- (2) 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 as director.
- (3) Award of phantom stock units under WPS Resources Corporation Non-Employee Director Deferred Compensation Plan.

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