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PINNACLE WEST CAPITAL CORP  
Form 8-A12B/A  
June 28, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A/A  
(AMENDMENT NO. 2)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12(G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Pinnacle West Capital Corporation  
(Exact name of registrant as specified in its charter)

Arizona 86-0512431  
(State of Incorporation or Organization) (IRS Employer Identification No.)

400 North Fifth Street, P. O. Box 53999, Phoenix, Arizona 85072-3999  
(Address of principal executive offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered<br>----- | Name of each exchange on which<br>each class is to be registered<br>----- |
|---|---|
| Preferred Share Purchase Rights                     | New York Stock Exchange<br>Pacific Stock Exchange                         |

Securities to be registered pursuant to Section 12(g) of the Act:

None  
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(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The stockholder rights plan (the "Rights Plan") of Pinnacle West Capital Corporation (the "Company") was amended, effective January 1, 2002, to (i) change the rights agent thereunder from BankBoston, N.A. to EquiServe Trust Company, N.A., and (ii) amend the qualification requirements of any successor rights agent.

The changes to the Rights Plan are set forth in the Amendment to Rights Agreement (the "Amendment") by and among the Company, BankBoston N.A., and EquiServe Trust Company, N.A. The summary set forth below does not purport to be

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complete and is qualified in its entirety by the Amendment filed herewith and incorporated herein by reference.

The primary effects of the Amendment are:

\* To change the Rights Agent from BankBoston, N.A. to EquiServe Trust Company, N.A.;

\* To eliminate the requirement that any successor Rights Agent have an office in the State of Arizona or New York; and

\* To change the requirement that any successor Rights Agent have, individually, a combined capital and surplus of at least \$50 million, to the requirement that such successor Rights Agent have, individually or combined with an affiliate, a combined capital and surplus of at least \$100 million.

ITEM 2. EXHIBITS.

The Company hereby incorporates the following Exhibit by reference to the filing set forth below:

| Exhibit No. | Description   | Previously Filed As                                      | File No. | Date Effective |
|-------------|---|--|----------|----------------|
| 4.1         | Amendment to Rights Agreement effective as of January 1, 2002 | Exhibit 4.1 to the Company's March 2002 Form 10-Q Report | 1-8962   | 5-15-02        |

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PINNACLE WEST CAPITAL CORPORATION

Dated: June 28, 2002

By: Barbara M. Gomez

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Barbara M. Gomez,  
Treasurer

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