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ENTERGY CORP /DE/ Form 4 February 03, 2003

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL

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

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 & Dye's Instant Form 4 Filer www.section16.net

				me and Tic CORPOR		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)				g Person,	Numbe	Mo	onth/Day/Year				
								<u>Senior Vice</u> President			
(Street) New Orleans, LA 70113								7. Individual or Joint/Group Filing			
							•	X Form filed by Person Form filed by	(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)				e I Non-I	Derivat	posed of, or Beneficially Owned					
Title of2. Trans-2A. DeemedecurityactionExecution		-					5. Amount of Securities Beneficially	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial		
(Month/ Day/	,	Code	V	Amount	(A) or (D)	Price	Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	· · ·	Ownership (Instr. 4)		
	FRANK F. (First) (N nue, (Street) A 70113 (State) 2. Trans- action Date (Month/ Day/	PRANK F. (First) (Middle) nue, (Street) (Street) (Street) A 70113 2. Trans- 2. Trans- 2A. Deemed action action Execution Date Date, (Month/Day/ if any Year) (Month/Day/	ENTEI (First) (Middle) 3. I.R.S of Repo of Repo (Street) if an en (Street) 7 A 70113 7 2. Trans- 2A. Deemed action Execution Date Date, (Month/Day/ (Instr. 8) Year) (Month/Day/	ENTERGY (First) (Middle) 3. I.R.S. Ide of Reporting if an entity (nue, if an entity ((Street) (Street) A 70113 Table 2. Trans- 2A. Deemed action Execution Date Date, (Month/Day/ (Instr. 8) (Month/Day/ Code	ENTERGY CORPOR (First) (Middle) 3. I.R.S. Identification of Reporting Person, if an entity (voluntary) nue, If an entity (voluntary) (Street) Table I Non-I A 70113 It action S. Irans- 4. Securitie action Code (A) or Disp Date Date Date, (Month/Day/ (Instr. 8) (Instr. 3, 4) Wonth/Day/ Konth/Day/ Konth/Day/ Konth/Day/	ENTERGY CORPORATIO TRANK F. INTERGY CORPORATIO (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) nue, Interst (voluntary) (Street) A 70113 0 (State) (Zip) 2. Trans- 2A. Deemed action Code (A) or Disposed o Date 3. Trans- Date Date, (Instr. 8) (Instr. 3, 4 & 5) (Month/Day/ Code V Amount (A) or	Image: Second Street Presentation of Street Presentation Present Presentatin Present Presentation Presentation Presentation Presen	ENTERGY CORPORATION (ETR) 'RANK F. (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year nue, 5. If Amendment, Date of Original (Month/Day/Year) 5. If Amendment, Date of Original (Month/Day/Year) (Street) Table I Non-Derivative Securities Acquired, D 5. Amount of Securities Acquired, D 2. Trans- 2A. Deemed action 3. Trans- 4. Securities Acquired action Code (A) or Disposed of (D) 5. Amount of Securities Beneficially Month/Day/ Year) Code V Amount (A) Price Owned Follow-ing Reported Transactions(s)	ENTERGY CORPORATION (ETR) Person(s) rRANK F. Derson(s) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year Director nue, 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year Year (Street) Senior Vice President President 5. If Amendment, Date 7. Individual or Code Senior Vice President 2. Trans- action 2A. Deemed Execution 3. Trans- action Code 4. Securities Acquired (A) or Disposed of (D) 5. Amount of Securities 6. Owner- scurities Date Date, (Month/Day/ Year) Code V Amount (A) Price or (D) Owned Follow- (D) One or Indirect (I)		

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	2. Conver-	3. Trans-	3A.	4.	5. Number	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.	11. Nati	
Derivative	sion or	action	Deemed	Trans-	of	and Expiration	of Underlying	Derivative	Derivative	Owner-	of Indire	
Security	Exercise	Date	Execution	action	Derivative	Date	Securities	Security	Securities	ship	Benefic	
	Price of		Date,	Code	Securities	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Owners	
(Instr. 3)	Derivative	(Month/	if any		Acquired	Year)			Owned	of Deriv-	(Instr. 4	
	Security	Day/	(Month/	(Instr.	(A) or				Following	ative		
		Year)	Day/	8)	Disposed				Reported	Security:		

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	Ye				of (D) (Instr. 3 & 5)	8,4							Direct (D) or Indirect	
				Code V	(A)	· ·	Exer-cisable	Expira- tion Date		Amount or Number of Shares			(I) (Instr. 4)	
Employee Stock Option (right to buy)	44.45	01/30/03		A ⁽¹⁾	20,000		Note 1	01/30/13	ETR Common	20,000		20,000	D	
Equity Units	1 for 1	01/30/03		A ⁽²⁾	11,800		Note 2		ETR Common	11,800	45.59	11,800	D	

Explanation of Responses:

(1) One-third of these options will vest on each of the first three anniversary dates of the grant. These options were acquired under Entergy's Equity Ownership Plan.

(2) These represent restricted phantom stock units under the Company's 2000-2002 Long Term Incentive Plan. On January 30, 2003 the Personnel Committee of the Board declared a pay-out of 11,800 units to the filing individual, who chose to defer 100% of the value of the units in phantom Entergy units held in a brokerage account. The deferral is until the earlier of January 2, 2005 or retirement from the Company.

By: /s/ <u>Christopher T. Screen</u> For: Frank F. Gallaher **Signature of Reporting Person <u>02/03/03</u>

Date

**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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