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PUBLIC SERVICE CO OF NEW MEXICO

Form 5

January 29, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

( ) Form 3 Holdings Reported

( ) Form 4 Transactions Reported

1. Name and Address of Reporting Person

STERBA, JEFFRY E  
 ALVARADO SQUARE  
 M. S. 2824  
 ALBUQUERQUE, NM 87158  
 BERNALILLO

2. Issuer Name and Ticker or Trading Symbol

PNM RESOURCES, INC.  
 PNM

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)

CHAIRMAN, PRESIDENT & CHIEF EXECUTIVE OFFICER

7. Individual or Joint/Group Reporting (Check Applicable Line)

(X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) |           | 5. Amount of Securities Beneficially Owned at End of Year |
|----------------------|---------------------|---------|---|-----------|---|
|                      |                     |         | Amount  | A/D Price |   |
| COMMON STOCK         | 01/05/01            | L       | 23.1192                                       | A 25.9274 |   |
| COMMON STOCK         | 02/06/01            | L       | 16.4103                                       | A 24.3500 |   |
| COMMON STOCK         | 03/06/01            | L       | 15.3318                                       | A 26.0645 |   |
| COMMON STOCK         | 04/05/01            | L       | 13.3846                                       | A 29.8600 |   |
| COMMON STOCK         | 05/04/01            | L       | 11.0238                                       | A 36.2600 |   |
| COMMON STOCK         | 06/06/01            | L       | 11.1103                                       | A 35.9776 |   |

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|              |          |   |         |   |         |               |  |
|--------------|----------|---|---------|---|---------|---------------|--|
| COMMON STOCK | 07/06/01 | L | 18.4073 | A | 32.5707 |               |  |
| COMMON STOCK | 08/06/01 | L | 13.5079 | A | 29.5872 |               |  |
| COMMON STOCK | 09/06/01 | L | 13.8031 | A | 28.9541 |               |  |
| COMMON STOCK | 10/04/01 | L | 16.1133 | A | 24.7992 |               |  |
| COMMON STOCK | 11/06/01 | L | 16.2542 | A | 24.5840 |               |  |
| COMMON STOCK | 12/05/01 | L | 22.5292 | A | 26.6071 | (1) (2) 4,864 |  |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Date  | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|--|----------|---------|--|--|--|----------------|
| Phantom Stock Units             | 1 - for 1  | 12/31/01 | A       | 777  | (3) (3)  | COMMON STOCK                                 | 777            |

Explanation of Responses:

(1) BETWEEN MAY 31, 2001 AND DECEMBER 31, 2001, THE REPORTING PERSON ACQUIRED 3,084 SHARES OF PNM RESOURCES, INC.'S COMMON STOCK UNDER THE PNM RESOURCES, INC.'S 401 (K) PLAN. THE INFORMATION IN THIS REPORT IS BASED ON A PLAN STATEMENT DATED AS OF DECEMBER 31, 2001

(2) INCLUDES 4.2759 SHARE ACQUIRED UNDER THE PNM RESOURCES, INC.'S DIVIDEND REINVESTMENT PLAN..

(3) THE REPORTED PHANTOM STOCK UNITS WERE ACQUIRED UNDER PNM RESOURCES, INC.'S EXECUTIVE SAVINGS PLAN AND WILL BE SETTLED UPON THE REPORTING PERSON'S RETIREMENT OR OTHER TERMINATION OF SERVICE.