#### PIGNATELLI JAMES S

Form 4

December 31, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31,

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

PIGNATELLI JAMES S

UNISOURCE ENERGY CORP

(Check all applicable)

[UNS]

(Last)

(Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

(Month/Day/Year)

12/29/2008

Chairman, President and CEO

1 S. CHURCH AVENUE, SUITE

(First)

(Street)

201

Security

(Instr. 3)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

**TUCSON, AZ 85701** 

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

(Instr. 8)

4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Following Reported

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Pr **Underlying Securities** 

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#### Edgar Filing: PIGNATELLI JAMES S - Form 4

| Security (Instr. 3)           | · ·      |            | any<br>(Month/Day/Year) | Code (Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                                     | Secu<br>(Inst |
|-------------------------------|----------|------------|-------------------------|-----------------|--|-----|---------------------|--------------------|------------------|-------------------------------------|---------------|
|                               |          |            |                         | Code V          | (A)  | ` / | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |               |
| Phantom<br>Stock<br>Units (1) | \$ 0 (3) | 12/29/2008 |                         | A               | 280.85   |     | (1)(2)              | (2)                | Common<br>Stock  | 280.85                              | \$ 2          |

# **Reporting Owners**

| Reporting Owner Name / Address | removing in position position in position positi |           |         |       |  |  |
|--------------------------------|--|-----------|---------|-------|--|--|
|                                | Director   | 10% Owner | Officer | Other |  |  |

PIGNATELLI JAMES S 1 S. CHURCH AVENUE SUITE 201 TUCSON, AZ 85701

X Chairman, President and CEO

Relationshine

## **Signatures**

Amy J. Welander, Attorney in Fact 12/31/2008

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Credited as fully-vested dividend equivalents under the UniSource Energy Corporation Management and Directors Deferred Compensation Plan (the "DCP") with respect to dividends declared by the Issuer on its Common Stock.
- Payable at the time or times elected by the reporting person under the DCP and subject to earlier payment in accordance with the DCP.
- (3) Converts to common stock on a 1-for-1 basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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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