

SATEGNA THOMAS G
 Form 4
 November 23, 2004

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SATEGNA THOMAS G

2. Issuer Name and Ticker or Trading Symbol
 PNM RESOURCES INC [PNM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ALVARADO SQUARE, MS 2850

3. Date of Earliest Transaction (Month/Day/Year)
 11/23/2004

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

VP AND CORP CNTRL

(Street)
 ALBUQUERQUE, NM 87158

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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 or (D) Price | | | |
| COMMON STOCK | 11/23/2004 | | M | 6,000 A \$ 16.2083 | 8,032 | D | |
| COMMON STOCK | 11/23/2004 | | M | 3,999 A \$ 17.1667 | 12,031 | D | |
| COMMON STOCK | 11/23/2004 | | M | 1,999 A \$ 13.0333 | 14,030 | D | |
| COMMON STOCK | 11/23/2004 | | S | 6,000 D \$ 25.38 | 8,030 | D | |
| COMMON STOCK | 11/23/2004 | | S | 3,999 D \$ 25.38 | 4,031 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|
| COMMON STOCK | 11/23/2004 | S | 1,999 | D | \$ 25.38 | 2,032 | D |
| COMMON STOCK | 11/23/2004 | S | 94 | D | \$ 25.44 | 1,938 ⁽⁵⁾ | D |

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

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.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| STOCK OPTIONS | \$ 16.2083 | 11/23/2004 | | M | 6,000 | 12/10/2001 ⁽¹⁾ 12/10/2010 | COMMON STOCK 6,000 |
| STOCK OPTIONS | \$ 17.1667 | 11/23/2004 | | M | 3,999 | 02/18/2003 ⁽²⁾ 02/18/2012 | COMMON STOCK 3,999 |
| STOCK OPTIONS | \$ 13.0333 | 11/23/2004 | | M | 1,999 | 02/17/2003 ⁽³⁾ 02/17/2013 | COMMON STOCK 1,999 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SATEGNA THOMAS G ALVARADO SQUARE MS 2850 ALBUQUERQUE, NM 87158 | | | VP AND CORP CNTRL | |

Signatures

THOMAS G.
SATEGNA

11/23/2004

Date

__Signature of Reporting
Person

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).
- (1) THIS GRANT VESTS ANNUALLY OVER A THREE YEAR PERIOD BEGINNING 12/10/2001.
- (2) THIS GRANT VESTS ANNUALLY OVER A THREE YEAR PERIOD BEGINNING 02/18/2003.
- (3) THIS GRANT VESTS ANNUALLY OVER A THREE YEAR PERIOD BEGINNING 02/17/2004.
- (4) ON 06/11/04, THE COMMON STOCK OF PNM RESOURCES, INC. SPLIT 3 FOR 2, RESULTING IN THE REPORTING PERSON'S ACQUISITION OF 7,300 ADDITIONAL STOCK OPTIONS, AND IS INCLUDED IN THE TOTAL.
- (5) ON 06/11/04, THE COMMON STOCK OF PNM RESOURCES, INC. SPLIT 3 FOR 2, RESULTING IN THE REPORTING PERSON'S ACQUISITION OF 553 ADDITIONAL SHARES OF COMMON STOCK, AND IS INCLUDED IN THE TOTAL.

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.