

NICHOLS CATHERINE A
 Form 4
 November 15, 2005

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 *
 NICHOLS CATHERINE A

2. Issuer Name and Ticker or Trading Symbol
 UNISOURCE ENERGY CORP
 [UNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

1 S. CHURCH AVENUE, UE183

11/11/2005

Corporate Secretary

(Street)

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

TUCSON, AZ 85701

(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 Price			
Common Stock	11/11/2005		M		6,116 A \$ 13	6,116	I	By husband, Steven J. Glaser
Common Stock	11/11/2005		M		7,674 A \$ 15.562	7,674	I	By husband, Steven J. Glaser
Common Stock	11/11/2005		M		16,749 A \$ 17.91	16,749	I	By husband, Steven J. Glaser

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Common Stock	11/11/2005		M	7,700	A	\$ 14.44	7,700	I	By husband, Steven J. Glaser
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 13	11/11/2005		M	6,116	<u>(1)</u> 07/12/2007	Common Stock	6,116	
Employee Stock Option (right to buy)	\$ 15.562	11/11/2005		M	7,674	<u>(2)</u> 07/09/2009	Common Stock	7,674	
Employee Stock Option (right to buy)	\$ 17.91	11/11/2005		M	16,749	<u>(3)</u> 08/02/2012	Common Stock	16,749	
Employee Stock Option (right to buy)	\$ 14.44	11/11/2005		M	7,700	<u>(4)</u> 06/26/2007	Common Stock	7,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLS CATHERINE A 1 S. CHURCH AVENUE UE183 TUCSON, AZ 85701			Corporate Secretary	

Signatures

C. David Lamoreaux	11/11/2005
**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).
- (1) The options vested in 3 equal installments on July 12, 1997, 1998 and 1999
 - (2) The options vested in 3 equal installments on July 9, 1999, 2000 and 2001
 - (3) The options vested in 3 equal installments on August 2, 2002 and 2003, and March 29, 2004
 - (4) The options vested in 3 equal installments on June 26, 1998, 1999 and 2000.

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.