

NICHOLS CATHERINE A
 Form 4
 November 10, 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)
 1 S. CHURCH AVENUE, UE183
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2005

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

TUCSON, AZ 85701

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 | (A) or (D) | Price | | | |
| Common Stock | 11/07/2005 | | M | | 33,071 | A | \$ 17.91 | 33,071 | I | By husband, Steven J. Glaser |
| Common Stock | 11/08/2005 | | S | | 33,071 | D | \$ 31.266 | 0 | I | By husband, Steven J. Glaser |
| Common Stock | 11/08/2005 | | M | | 45,000 | A | \$ 18.12 | 45,000 | I | By husband, Steven J. Glaser |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------|-------|---|------------------------------|
| Common Stock | 11/08/2005 | | S | 45,000 | D | \$ 31.266 | 0 | I | By husband, Steven J. Glaser |
| Common Stock | 11/08/2005 | | M | 9,729 | A | \$ 17.84 | 9,729 | I | By husband, Steven J. Glaser |
| Common Stock | 11/08/2005 | | S | 9,729 | D | \$ 31.266 | 0 | I | By husband, Steven J. Glaser |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 17.91 | 11/08/2005 | | M | 33,071 | <u>(1)</u> 08/02/2012 | Common Stock 33,071 |
| Employee Stock Option (right to buy) | \$ 18.12 | 11/08/2005 | | M | 45,000 | <u>(3)</u> 01/02/2012 | Common Stock 45,000 |
| Employee Stock Option (right to buy) | \$ 17.84 | 11/08/2005 | | M | 9,729 | <u>(2)</u> 05/09/2013 | Common Stock 9,729 |

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

Vincent Nitido, Jr., attorney
in fact

11/10/2005

__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 three equal installments on August 2, 2002 and 2003 and March 29, 2004
- (2) The options vest in three equal installments on May 9, 2003, May 9, 2004 and March 29, 2004.
- (3) The options vested in three equal installments on January 2, 2003 and 2004 and March 29, 2004

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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