#### Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form 4

#### CONSTELLATION ENERGY GROUP INC

Form 4

February 28, 2005

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** OMB

Washington, D.C. 20549 Number:

3235-0287

January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average

Form 5 obligations

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

burden hours per response... 0.5

may continue. See Instruction

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

Issuer

WALLACE MICHAEL J

Symbol **CONSTELLATION ENERGY** 

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

(Street)

(State)

**GROUP INC [CEG]** 3. Date of Earliest Transaction

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

(Month/Day/Year) 02/24/2005

Pres. CGG, Exec. VP CEG

750 E. PRATT STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

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

(2)

below)

BALTIMORE, MD 21202

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4) 133,126.369

Common 02/24/2005 Stock

 $A^{(1)}$ 5,887 Α \$0

D

I

Common Stock

188.076 (3)

By 401(k) Plan

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.

SEC 1474 (9-02)

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## 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock Options (right to buy) (4)	\$ 50.96	02/24/2005		A	65,530	<u>(5)</u>	02/24/2015	Common Stock	65,530

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

WALLACE MICHAEL J 750 E. PRATT STREET BALTIMORE, MD 21202

Pres. CGG, Exec. VP CEG

## **Signatures**

Charles A. Berardesco, Attorney-In-Fact

\*\*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) Reflects award of service-based restricted stock which will vest in three equal annual installments on 2/24/06, 2/24/07, and 2/24/08.
- (2) This amount includes shares obtained through reinvested dividends since the Form 4 filed on 1/4/05.
- (3) This amount includes 26.938 shares acquired since the Form 4 filed on 1/4/05.
- (4) These are employee stock options.
- (5) Options vest in three equal annual installments on 2/24/06, 2/24/07, and 2/24/08.

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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