#### **CMS ENERGY CORP**

Form 4

August 08, 2008

## FORM 4

# 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, 2005
Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction

1(b).

Common

Stock

08/06/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * WEBB THOMAS J  (Last) (First) (Middle)			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
					CORP [CMS]	(Check all applicable)			
(Last)	(Middle)	3. Date of	f Earliest Ti	ransaction					
			(Month/D	ay/Year)		Director	10%	Owner	
ONE ENERGY PLAZA			08/06/2	800		Officer (give title Delow) Other (specify below)			
						Exec Vice Pres/CFO			
(Street)			4. If Ame	ndment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mor	nth/Day/Year	r)	Applicable Line)				
						_X_ Form filed by			
JACKSON, MI 49201					Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	ite 2A. Deei	med	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Yea	r) Executio	n Date, if	Transaction(A) or Disposed of (		Securities	Ownership	Indirect	
(Instr. 3) any		any	·	Code (Instr. 3, 4 and 5)		Beneficially	Form: Direct	Beneficial	
		(Month/I	Day/Year)	(Instr. 8)		Owned	(D) or	Ownership	
						Following	Indirect (I)	(Instr. 4)	
					(4)	Reported	(Instr. 4)		
					(A)	Transaction(s)			

Code V

A

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

08/06/2008

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)

Transaction(s)

(Instr. 3 and 4)

 $D^{(2)}$ 

295,867

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

or

(D)

A

Price

13.32

Amount

52,600

(1)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	S	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ1	mount		
								or			
						Date	Expiration Date	Title Number of			
						Exercisable					
				Code V	(A) (D)				ares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WEBB THOMAS J ONE ENERGY PLAZA JACKSON, MI 49201

Exec Vice Pres/CFO

## **Signatures**

Catherine M. Reynolds, Attny-in-Fact 08/08/2008

\*\*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).

The nominal amount of Restricted Stock to be awarded pursuant to provisions of the Performance Incentive Stock Plan of CMS Energy

- (1) Corporation will be determined by a 20-business-day-average price preceding and including the date of the grant, and a 20-business-day-average price preceding and including the third anniversary date of the grant.
- Total includes 199,700 shares of Restricted Stock, of which 165,760 shares are nominal. (The nominal shares received will be determined by the passage of time and achievement of performance objectives under the Performance Incentive Stock Plan of CMS Energy Corporation.)

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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