

Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form 5

CONSTELLATION ENERGY GROUP INC

Form 5

February 13, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Cole	J.	Owen
-----	-----	-----
(Last)	(First)	(Middle)
1650 Pleasant Plains Road		

(Street)		
Annapolis	MD	21401
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol
Constellation Energy Group, Inc.
(CEG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year
December 31, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director

10% Owner

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Officer (give title below)

Other (specify below)

7. Individual or Joint/Group Filing
(Check applicable line)

Form filed by one Reporting Person

Form filed by more than one Reporting Person

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

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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) Amount	or (D)	Price

Common Stock

Common Stock

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

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FORM 5 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Deferred Stock Units(1)		(1)	A	397.669	(2) (2)	Common Stock 397.669
Deferred Stock Units(3)		12/31/01	D	2227.169	(2) (2)	Common Stock 2227.169

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Explanation of Responses:

- (1) Units were accrued at various dates between January 2001 and October 2001 under Constellation Energy Group's Deferred Compensation Plan for Non-Employee Directors at prices ranging from \$24.4360 to \$44.1750.
- (2) The Units are settled in cash upon the reporting person's termination of service as a director, or earlier upon reaching age 70, if elected by

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the reporting person.

- (3) Units settled on 12/31/01 in cash as a result of reporting person's termination of service as a director.

/s/ J. Owen Cole

2/6/02

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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