

CONSTELLATION ENERGY GROUP INC

Form 4

February 28, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHATTUCK MAYO A III

2. Issuer Name **and** Ticker or Trading
Symbol
CONSTELLATION ENERGY
GROUP INC [CEG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CONSTELLATION WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, Pres. & CEO

BALTIMORE, MD 21202

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	02/24/2012		A ⁽¹⁾		150,954	A	\$ 0
Common Stock	02/24/2012		A ⁽²⁾		71,360	A	\$ 0
Common Stock	02/25/2012		F ⁽³⁾		17,028	D	\$ 36.435
Common Stock							1,798.8813 ⁽⁵⁾

By 401
(k) Plan

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
Stock Options (right to buy) ⁽⁶⁾	\$ 36.49	02/24/2012		A		702,700		<u>(7)</u>	02/24/2022	Common Stock	702,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHATTUCK MAYO A III 100 CONSTELLATION WAY BALTIMORE, MD 21202	X Chairman, Pres. & CEO

Signatures

Sean J. Klein,
Attorney-In-Fact 02/28/2012

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 stock units that will pay dividends which will be reinvested. These stock units are subject to a sale restriction period ending on 12/26/12.
- (2) Reflects award of service-based restricted stock which will vest on 2/24/13, 2/24/14, and 2/24/15.
- (3) The sale restriction period ending on 2/26/12 has lapsed on the stock units granted on 2/26/10, and shares were withheld to pay the taxes due.
- (4) This amount includes shares obtained through reinvested dividends since the Form 4 filed on 12/29/11.
- (5) This amount includes 11.0388 shares acquired since the Form 4 filed on 12/29/11.
- (6) These are employee stock options.

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(7) Options vest in three equal annual installments on 2/24/13, 2/24/14, and 2/24/15.

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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