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HURST ROBERT J/NY Form 5 February 14, 2002

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

	Section			tility Hold Investment		any Act of 193 Act of 1940	5 or
		_	-	to Section instruction		4 or Form 5	
[]	Form 3 Ho	ldings Repor	ted				
[]	Form 4 Tra	ansactions F	eported				
1. Na	me and Add	dress of Rep	orting Per	son*			=======
Н	urst,	F	obert		J.		
C	ast) /o Goldman 5 Broad St	n, Sachs & C	'irst)		(Middle)	
				(Street)			
N	ew York,			New York			10004
(C	ity)			(State)			(Zip)
2. Is	suer Name	and Ticker	or Trading	Symbol	======	=========	=======
	onstellat: CEG)	ion Energy G	roup, Inc.				
3. I.	R.S. Ident	cification N	umber of R	eporting Pe	rson, if	an entity (Vo	luntary)
4. St	atement fo	or Month/Yea	.r	=======	======	=========	======
F	YE Decembe	er 31, 2001					
5. If	Amendment	Date of C	riginal (M	onth/Year)			
		of Reporti applicable)	ng Person(s) to Issue:	r		
[-	ector icer (give t	itle below)	[] [X]	10% Owner Other (specif	y below)
		F	ormer Dire	ctor			

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			rting						
					son				
=========	======			=======			========	===	
	Table II Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities								
	======	Table I	====== : Non	======== -Derivative	===== e Secur	====== rities A	======== cquired, Dispo	====== sed of,	or Benefici
=========	======		 	=======	 		======================================		
					 		Securities Ac	(D)	 A) or
1. Title of Secur	Transa		Transaction				 Price		
(Instr. 3)			(Month	/Day/Year) 	(Inst	er. 8)	 	(D)	
owned directly	or indi is file	rectly.							
			(e.g	., puts, ca	alls, w	varrants	, options, cor	nvertible	securities
			 	 5. Number of Derivative Securities Acquired	 	6. Date Exercis Expirat	able and ion Date	 7. Title a of Unde	nd Amount rlying ies 3 and 4)
1. Title of Derivative Security (Instr. 3)	Conver- 5.			, 	(Month/ Date Exer- cisable	Day/Year) Expira- tion Date	 Title	Amount or Number of Shares	

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Deferred S	Stock		I			1	1 1		I		Common	
Units	1	03	11/9/01		D		790.651	03		03	Stock	790.651
========				===								

Explanation of Responses:

- 01: The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is an indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- 02: These deferred stock units were accrued on various dates between January 2001 and October 2001 under Constellation Energy Group, Inc.'s Deferred Compensation Plan for Non-Employee Directors (the "Plan") at prices ranging from \$24.4360\$ to \$44.1750.
- 03: These deferred stock units were accrued under the Plan. Pursuant to their terms, the Deferred Stock Units were settled in cash upon the Reporting Person's resignation from the Issuer's Board of Directors.

** 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.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the Reporting Person pursuant to Rule 101(b)(4) of Regulation S-T.