

Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form 5

CONSTELLATION ENERGY GROUP INC

Form 5

February 13, 2001

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*

McGowan George V.

(Last) (First) (Middle)

39 W. Lexington Street

(Street)

Baltimore, MD 21201

(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, 2000

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

6. Relationship of Reporting Person to Issuer

(Check all applicable)

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[X] Director [] 10% Owner
 [] Officer (give title below) [] Other (specify below)

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

[X] Form filed by one Reporting Person
 [] Form filed by more than one Reporting Person

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

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

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)

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(Over)

(Form 5-07/99)

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action 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 Expira- tion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Deferred Stock Units(1)		(1)	A	616.375	(2) (2)	Common Stock 616.375

Explanation of Responses:

(1) Units were accrued on various dates between January 2000 and April 2000 under Constellation Energy Group's Deferred Compensation Plan for Non-Employee Directors at prices ranging from \$29.1083 to \$31.4790.

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(2) The Units are settled in cash (effective January 1, 2001) as a result of reporting person's termination of service as a director.

/s/ George V. McGowan

2/6/01

**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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