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DUPONT E I DE NEMOURS & CO

Form 4

March 08, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 Sharp, III, H. Rodney  
 7 Wood Road  
 Wilmington, DE 19806
2. Issuer Name and Ticker or Trading Symbol  
 E. I. du Pont de Nemours and Company  
 DD
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 02/28/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (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

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock		V		367,837
Common Stock		V		244,284

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
Stock Options (right t	42.50	02/06	A	V 5,700	A * 02/05	Common Stock	5,700

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Explanation of Responses:

(1) Reporting person is co-trustee of trusts for benefit of children and step-children.

\*Options exercisable in three substantially equal annual installments beginning 02/06/03, provided the 120% stock price hurdle is met; option shares may be used to satisfy withholding taxes.

SIGNATURE OF REPORTING PERSON

/s/ H. Rodney Sharp, III by Mary E. Bowler

DATE

03/08/02