

CONSTELLATION ENERGY GROUP INC  
Form 4  
August 07, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DeFontes Kenneth William Jr.

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)  
750 E. PRATT STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/03/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres. & CEO, BGE; Sr. VP, CEG

BALTIMORE, MD 21202

(City) (State) (Zip)

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

**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                    | 08/03/2006                           |  | M                              |   | 7,193   | <u>A</u><br><u>(1)</u>                                   | \$ 28.81  | 10,843.8815              | D |                |
| Common Stock                    | 08/03/2006                           |  | S                              |   | 7,193   | <u>D</u><br><u>(1)</u>                                   | \$ 57.9247  | 3,650.8815               | D |                |
| Common Stock                    | 06/08/2006                           |  | G <sup>(2)</sup>               | V   | 1,000   | D  | \$ 0  | 2,663.3061<br><u>(3)</u> | D |                |
| Common Stock                    |                                      |  |                                |   |   |  |   | 6,315.6123<br><u>(4)</u> | I | By 401(k) Plan |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,683.0907<br><u>(3)</u> | I | By Spouse      |

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

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SEC 1474  
(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) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options (right to buy) <sup>(5)</sup> | \$ 28.81   | 08/03/2006                           |  | M                              | 7,193   | <sup>(6)</sup> 05/02/2013                                | Common Stock  | 7,193   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| DeFontes Kenneth William Jr.<br>750 E. PRATT STREET<br>BALTIMORE, MD 21202 |               |           | Pres. & CEO, BGE;<br>Sr. VP, CEG |       |

## Signatures

Kenneth W. DeFontes, Jr. 08/04/2006

<sup>(6)</sup>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) This transaction involved the cashless exercise of stock options and the subsequent sale of the underlying common stock.
- (2) Gift of stock to a not-for-profit organization.
- (3) This amount includes shares obtained through reinvested dividends since the Form 4 filed on 5/3/06.
- (4) This amount includes 95,574 shares acquired since the Form 4 filed on 5/3/06.

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(5) These are employee stock options.

(6) Options vested in three equal annual installments on 5/2/04, 5/2/05, and 5/2/06.

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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