

Duke Energy CORP  
Form S-8  
November 05, 2007

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As filed with the Securities and Exchange Commission on November 5, 2007

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**DUKE ENERGY CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)**

**20-2777218  
(I.R.S. Employer  
Identification No.)**

**526 South Church Street  
Charlotte, North Carolina 28202  
(704) 594-6200**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal  
Executive Offices)**

**Duke Energy Retirement Savings Plan  
Cinergy Corp. Union Employees Savings Incentive Plan  
Cinergy Corp. Union Employees 401(k) Plan  
Cinergy Corp. Non-Union Employees 401(k) Plan  
(Full Title of the Plans)**

**Robert T. Lucas III  
Duke Energy Corporation  
526 South Church Street  
Charlotte, North Carolina 28202  
(704) 594-6200  
(Name, Address and Telephone Number of Agent for Service)**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per Share(1)</b>	<b>Proposed Maximum Aggregate Offering Price (1)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share	150,000,000	\$18.725	\$2,808,750,000	\$86,229

- (1) Estimated solely for the purpose of computing the amount of the registration fee under Rules 457(c) and (h) of the Securities Act based on the average of the high and low prices of the common stock reported in the consolidated reporting system by the New York Stock Exchange on October 26, 2007.

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

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EXPLANATORY NOTE

Unless otherwise stated or the context otherwise requires, references in this Registration Statement to Duke Energy, the Registrant, the Company, we, our, or us refer to Duke Energy Corporation, and its direct and indirect subsidiaries. Duke Energy hereby files this Registration Statement on Form S-8 relating to its shares of common stock, par value \$0.001 per share, to be purchased or otherwise acquired by or on behalf of participants in the plans listed on the cover page of this Registration Statement (the Plans ).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

Pursuant to General Instruction E to Form S-8, this Registration Statement is filed to register shares of common stock, par value \$0.001 per share, to be purchased or otherwise acquired by or on behalf of participants in one or more of the Plans, in addition to the shares registered for that purpose on our Form S-8 filed April 3, 2006, File No. 333-132933. We hereby incorporate the contents of such Form S-8, along with any post-effective amendments thereto, by reference in this Registration Statement, as contemplated in General Instruction E.

The following documents filed with the Commission by us pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ), are also incorporated by reference in this Registration Statement:

Annual Report on Form 10-K for the year ended December 31, 2006;

Amendment No. 1 to Form 10-K for the year ended December 31, 2006, on Form 10-K/A filed March 22, 2007;

Proxy Statement filed on Schedule 14A, April 4, 2007;

Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2007, and June 30, 2007; and

Current reports on Form 8-K filed January 31, 2007; February 28, 2007; March 8, 2007; March 12, 2007; May 8, 2007; May 15, 2007; June 1, 2007; June 25, 2007; July 5, 2007; July 18, 2007; October 1, 2007; October 5, 2007; October 30, 2007; and October 31, 2007.

We further incorporate by reference any filings made by us with the Commission in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this Registration Statement and before the termination of the offering. To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was or is furnished, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference in this document.

You can obtain any document incorporated by reference in this document from us without charge, excluding all exhibits, except that if we have specifically incorporated by reference an exhibit in this Registration Statement, the exhibit will also be provided without charge, by requesting it in writing or by telephone from us at:

**Duke Energy Corporation**  
526 South Church Street  
Charlotte, North Carolina 28202  
(800) 488-3853  
Attention: Investor Relations

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You may also obtain these documents from our website at [www.duke-energy.com/investors](http://www.duke-energy.com/investors) or at the Commission's website [www.sec.gov](http://www.sec.gov) by clicking on the Search for Company Filings link, then clicking on the Companies & Other Filers link, and then entering our name in the name field or DUK in the ticker symbol field. The information appearing on our website is not a part of this Registration Statement.

**Item 8. Exhibits**

**Exhibit**

**Number Description of Document**

23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Duke Energy Corporation
23.2	Consent of Deloitte & Touche LLP, Independent Auditors for DCP Midstream, LLC
23.3	Consent of KPMG LLP, Independent Registered Public Accounting Firm for TEPPCO Partners, L.P.
24.1	Power of Attorney of certain officers and directors of Duke Energy Corporation
24.2	Resolution regarding Power of Attorney

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Duke Energy Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on November 2, 2007.

DUKE ENERGY CORPORATION  
(Registrant)

By: James E. Rogers\*

Name: James E. Rogers

Title: Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

(i) Principal executive officer:

James E. Rogers\*

Director and Chairman, President and Chief Executive Officer

(ii) Principal financial officer:

David L. Hauser\*

Group Executive and Chief Financial Officer

(iii) Principal accounting officer:

Steven K. Young\*

Senior Vice President and Controller

(iv) All of the Directors:

William Barnet III\*

G. Alex Bernhardt, Sr.\*

Michael G. Browning\*

Phillip R. Cox\*

Ann Maynard Gray\*

James H. Hance, Jr.\*

James T. Rhodes\*

James E. Rogers\*

Mary L. Schapiro\*

Dudley S. Taft\*

Date: November 2, 2007

\* The undersigned,  
by signing his  
name hereto,  
does hereby sign  
this document on  
behalf of each of  
the above named  
persons indicated  
above by  
asterisks,  
pursuant to a

power of attorney  
duly executed by  
such persons,  
filed with the  
Securities and  
Exchange  
Commission as  
an exhibit hereto.

By: /s/ Robert T. Lucas III  
Attorney-in-Fact

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