

Duke Energy CORP
 Form 4
 February 28, 2012

FORM 4

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

OMB APPROVAL

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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 *
 MANLY MARC E

(Last) (First) (Middle)
 550 S. TRYON STREET
 (Street)

CHARLOTTE, NC 28202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Duke Energy CORP [DUK]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 GrpExec,ChiefLegalOffr&CorpSec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/24/2012 | | S | 30,000 | D \$ 21 | 63,660 | D |
| Common Stock | 02/24/2012 | | S | 10,000 | D \$ 20.95 | 53,660 | D |
| Common Stock | 02/27/2012 | | M | 4,936 | A \$ 11.54 | 58,596 | D |
| Common Stock | 02/27/2012 | | M | 33,540 | A \$ 15.5 | 92,136 | D |
| Common Stock | 02/27/2012 | | S | 47,476 | D \$ 21 | 44,660 | D |

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Common Stock 2,746 I By 401(k)

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 11.54 | 02/27/2012 | | M | 4,936 | <u>(1)(2)</u> 12/04/2012 | Common Stock | 4,936 |
| Stock Option (Right to Buy) | \$ 15.5 | 02/27/2012 | | M | 33,540 | 01/01/2009 01/01/2016 | Common Stock | 33,540 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MANLY MARC E 550 S. TRYON STREET CHARLOTTE, NC 28202 | | | GrpExec,ChiefLegalOffr&CorpSec | |

Signatures

/s/ David S. Maltz, attorney-in-fact Marc E. Manly 02/28/2012

__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).

- On April 3, 2006, Cinergy Corp. ('Issuer') merged into a wholly-owned subsidiary of Duke Energy Holding Corp. (now known as Duke Energy Corporation) ('Duke Energy'). In connection with the merger, each share of Issuer's common stock was converted into the right to receive 1.56 shares of Duke Energy's common stock and each stock option of Issuer was converted by multiplying the number of Issuer shares previously covered by the option by 1.56 and dividing the prior exercise price of the option by 1.56.
- (1)
 - (2) The reporting person was granted 200,000 stock options on December 4, 2002. The options became exercisable in five equal annual installments. All unexercisable options became exercisable in connection with the merger between Duke Energy and Cinergy.

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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