

CMS ENERGY CORP
Form 4
March 01, 2005

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 *
RUSSELL JOHN G

(Last) (First) (Middle)

CMS ENERGY CORPORATION, ONE ENERGY PLAZA

2. Issuer Name and Ticker or Trading Symbol
CMS ENERGY CORP [CMS]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Pres/CEO, Sub-Consumers Energy

(Street)

JACKSON, MI 49201-2276

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock (CMS)					73,565 ⁽¹⁾	D	
Common Stock (CMS)					2,971	I	401(k)

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

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Bonus PSU	\$ 10.53	02/28/2005 ⁽²⁾	02/28/2005	J ⁽²⁾	29,226	02/28/2005	02/28/2005	Common Stock (CMS)	29,226
Phantom Stock Units (Salary)	\$ 10.53	02/28/2005 ⁽³⁾	02/28/2005	J ⁽³⁾	3,741	02/28/2005	02/28/2005	Common Stock (CMS)	3,741

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUSSELL JOHN G CMS ENERGY CORPORATION ONE ENERGY PLAZA JACKSON, MI 49201-2276				Pres/CEO, Sub-Consumers Energy

Signatures

/s/ MDVanHemert, Attorney
in Fact 03/01/2005
**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).
- Total includes 71,750 shares of Restricted Stock of CMS, of which 45,000 shares are nominal. (The actual number of nominal shares received will be determined by the passage of time and achievement of performance objectives under CMS' Performance Incentive Stock Plan.)
- (1) These units were held pursuant to the Salaried Employees Merit Program, and were acquired at a price of \$8.80 per share on March 24, 2004, upon the mandatory deferral of the Reporting Person's 2003 annual bonus award. Pursuant to the Program, such units have been settled in cash at a per unit value of \$10.53, the market price of the Common Stock of the Corporation on January 31, 2005.
 - (2)
 - (3)

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These units were held pursuant to the Salaried Employees Merit Program of CMS Energy Corporation and were acquired on various dates in 2003 at prices ranging from \$4.41 to \$8.52 per share. Pursuant to the Plan, such units have been settled in cash at a per unit value of \$10.53, the market price of the Common Stock of the Corporation on January 31, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.