

Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form 5

CONSTELLATION ENERGY GROUP INC

Form 5

February 13, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

Form 3 Holdings Reported

Form 4 Transactions Reported

-----  
1. Name and Address of Reporting Person\*

Sullivan Michael D.

-----  
(Last) (First) (Middle)

Golf America Stores 10001 Franklin Square Drive

-----  
(Street)

Baltimore, MD 21236

-----  
(City) (State) (Zip)

-----  
2. Issuer Name and Ticker or Trading Symbol

Constellation Energy Group, Inc.

(CEG)

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

-----  
4. Statement for Month/Year

December 31, 2000

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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person to Issuer

(Check all applicable)

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Director  10% Owner  
 Officer (give title below)  Other (specify below)

7. 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  
 =====

|                                 | 2.                 | 3.                 | 4.  |                  |       |
|---------------------------------|--------------------|--------------------|---|------------------|-------|
| 1.                              | Transaction        | Transaction        | Securities Acquired (A) or<br>Disposed of (D) |                  |       |
| Title of Security<br>(Instr. 3) | Date<br>(mm/dd/yy) | Code<br>(Instr. 8) | Amount  | or               | Price |
|                                 |                    |                    |   | (A)<br>or<br>(D) |       |

Common Stock

\* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

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(Over)

(Form 5-07/99)

FORM 5 (continued)

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) | 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) |
|--|--|--------------------------------------|--------------------------------|--|--|---|
|  |  |                                      |                                | (A) (D)  | Exer- cisable Date                                       | -----<br>Amount<br>or<br>Number<br>of<br>Shares<br>Title      |
| Deferred Stock Units(1)                    |  | (1)                                  | A                              | 515.738  | (2) (2)  | Common Stock 515.738  |
|  |  |                                      |                                |  |  |   |
|  |  |                                      |                                |  |  |   |
|  |  |                                      |                                |  |  |   |
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|  |  |                                      |                                |  |  |   |
|  |  |                                      |                                |  |  |   |
|  |  |                                      |                                |  |  |   |
|  |  |                                      |                                |  |  |   |
|  |  |                                      |                                |  |  |   |

Explanation of Responses:  
 (1) Units were accrued on various dates between January 2000 and December 2000 under Constellation Energy Group's Deferred Compensation Plan for Non-Employee Directors at prices ranging from \$29.1083 to \$51.2240.

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(2) The Units are settled in cash only upon the reporting person's termination of service as a director, or earlier upon reaching age 70, if elected by the reporting person.

/s/ Michael D. Sullivan

2/9/01

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\*\*Signature of Reporting Person

-----  
Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.

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