

CLARK MARK T
Form 4
March 05, 2008

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 *
CLARK MARK T

(Last) (First) (Middle)
76 SOUTH MAIN STREET
(Street)

AKRON, OH 44308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRSTENERGY CORP [FE]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2008

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)
Executive VP, Strategic Plan

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		
Common Stock	03/03/2008		M		1,253	A	\$ 67.59 74,011 D
Common Stock	03/03/2008		M		4,056.233 ⁽¹⁾	A	\$ 68.52 78,067.233 D
Common Stock	03/03/2008		A		2,758 ⁽¹⁾	A	\$ 68.52 80,825.233 D
Common Stock	03/03/2008		F		598 ⁽²⁾	D	\$ 67.59 80,227.233 D
Common Stock	03/03/2008		F		3,251 ⁽¹⁾	D	\$ 68.52 76,976.233 D

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Common Stock	03/03/2008	03/03/2008	S	<u>121.833</u> (3)	D	\$ 66.8 0	I	In Savings Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Underlying Security (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
Phantom / Retirement	\$ 1							<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom 3/05D	\$ 1	03/03/2008		M		1,253		02/26/2005	03/01/2008	Common Stock
Phantom 3/06D	\$ 1							03/02/2006	03/02/2009	Common Stock
RSUP1	\$ 1	03/03/2008		M		4,056.233		03/01/2008	03/01/2008	Common Stock
RSUP10	\$ 1 ⁽⁵⁾	03/03/2008	03/03/2008	A		<u>6,006</u> (6)		03/03/2011	03/03/2011	Common Stock
RSUP4	\$ 1							03/01/2009	03/01/2009	Common Stock
RSUP6	\$ 1							03/01/2010	03/01/2010	Common Stock
Stock Options (Right to buy)	\$ 38.76							03/01/2005	03/01/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Executive VP, Strategic Plan			

CLARK MARK T
76 SOUTH MAIN STREET
AKRON, OH 44308

Signatures

Edward J.
Udovich, POA

03/05/2008

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).
- (4) This transaction reflects the extension and vesting of phantom stock to retirement or other termination of employment under arrangements approved by the Compensation Committee.
- (3) This transaction was performed in accordance with a 10b5-1 Plan signed by Mark Clark on April 6, 2007.
- (5) 1 for 1
- (2) These transactions reflect the conversion of stock originally deferred for three years, and held in the Phantom 3/05 account, to directly-held common stock. Shares were sold to cover tax obligations.

On February 19, 2008 the Board approved a March 3, 2008 performance-adjusted restricted stock unit grant to Mr. Clark in the amount of
- (6) 8,008 shares, of which 75% or 6,006 shares will be payable on March 3, 2011. 2,002 shares are subject to forfeiture if the performance goals are not met. The full grant can be adjusted upward by an additional 25% if the 3-year goals are achieved.

The RSUP1 award listed in Table II has been reported at 75% of the original grant amount, as that represents the minimum amount
- (1) guaranteed to be paid out upon vesting. Because of performance targets achieved, the award was paid out on March 3, 2008, at a performance-adjusted rate of 125%. The shares coded "A" represent that portion attributable to this performance adjustment. The shares coded "F" were sold to cover income tax obligations associated with the payout.

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