GOODMANSON RICHARD R

Form 4

February 04, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOODMANSON RICHARD R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

DUPONT E I DE NEMOURS & CO

(Check all applicable)

[DD]

(Last) (First) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Month/Day/Year)

02/02/2005

Executive Vice President & COO

1007 MARKET STREET, D-9000

(Middle)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

WILMINGTON, DE 19898

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of (Instr. 3, 4, a 5)	(D)			
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amo Nun Shar
Stock Options (right to buy) NQOs	\$ 48.05	02/02/2005		A(1)	103,500	02/02/2006	02/01/2011	Common Stock	103
DuPont Common Stock Units	(2)	02/02/2005		A(3)	4,197	<u>(4)</u>	<u>(4)</u>	Common Stock	4,
Restricted DuPont Common Stock Units	<u>(2)</u>	02/02/2005		A	13,500	02/02/2006(5)	<u>(5)</u>	Common Stock	13
Restricted DuPont Common Stock Units	(2)	02/02/2005		A	14,900	<u>(6)</u>	<u>(6)</u>	Common Stock	14

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOODMANSON RICHARD R 1007 MARKET STREET D-9000 WILMINGTON, DE 19898

Executive Vice President & COO

Signatures

Richard R. Goodmanson by Mary E.

Bowler 02/04/2005

**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).
- Options become exercisable in three substantially equal annual installments beginning on the first anniversary of the grant; option shares may be used to satisfy withholding taxes.
- (2) Units convert one-for-one to DuPont common stock.

Reporting Owners 2

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- (3) Stock units deferred under the DuPont Variable Compensation Plan.
- (4) Units become payable in DuPont common stock upon reporting person's retirement.
- (5) Restricted stock units payable in DuPont common stock in three equal annual installments beginning on the first anniversary of the grant.
- (6) Restricted stock units to be settled in DuPont common stock three years after grant if specific corporate goals are achieved.

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.