

CONSTELLATION ENERGY GROUP INC

Form 4

December 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHATTUCK MAYO A III

2. Issuer Name **and** Ticker or Trading
Symbol
CONSTELLATION ENERGY
GROUP INC [CEG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

750 E. PRATT STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2005

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, Pres. & CEO CEG

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)
Common Stock	12/21/2005		M	Amount (1) \$ 1,375,000 27.93	A	1,540,576	D
Common Stock	12/21/2005		M	Amount (1) \$ 92,387 39.63	A	1,632,963	D
Common Stock	12/21/2005		F	Amount (2) \$ 1,051,361 58.33	D	583,964 (3)	D
Common Stock						549.6255 (4)	I

By
401(k)
Plan

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

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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 Expiration Date	Title
Stock Options (right to buy) ⁽⁵⁾	\$ 27.93	12/21/2005		M	1,375,000 ⁽¹⁾	⁽⁶⁾ 02/05/2012	Common Stock
Stock Options (right to buy) ⁽⁵⁾	\$ 58.33	12/21/2005		A	975,487 ⁽⁷⁾	12/21/2005 02/05/2012	Common Stock
Stock Options (right to buy) ⁽⁵⁾	\$ 39.63	12/21/2005		M	92,387 ⁽¹⁾	⁽⁸⁾ 02/26/2014	Common Stock
Stock Options (right to buy) ⁽⁵⁾	\$ 58.33	12/21/2005		A	75,874 ⁽⁷⁾	12/21/2005 02/26/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHATTUCK MAYO A III 750 E. PRATT STREET BALTIMORE, MD 21202	X		Chairman, Pres. & CEO CEG	

Signatures

Charles A. Berardesco,
Attorney-In-Fact 12/22/2005

__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).

(1) At the request of the issuer, the officer has exercised all vested options held by such officer for purposes of minimizing the amount of excise taxes and tax gross-up payable by the issuer on behalf of the officer pursuant to Section 4999 of the Internal Revenue Code.

(2) Shares were withheld to pay exercise prices and taxes due on the total of 1,467,387 stock options exercised on 12/21/05.

(3) This amount includes shares obtained through reinvested dividends since the Form 4 filed on 2/28/05.

(4) This amount includes 84.4815 shares acquired since the Form 4 filed on 2/28/05.

(5) These are employee stock options.

(6) Options vested on 2/5/03, 2/5/04, 2/5/05, and 12/16/05.

Represents replacement options granted to the officer following exercise of existing vested options on 12/21/05. The aggregate number of
(7) replacement options received is equal to the total number of options exercised less the actual shares received by the officer upon exercise of the options.

(8) Options vest in three installments beginning on 2/26/05. The second and third installments will vest on 2/26/06 and 2/26/07, respectively.

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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