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CMS ENERGY CORP
Form SC TO-I/A
December 10, 2004

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

SCHEDULE TO/A
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(AMENDMENT NO 2)

CMS ENERGY CORPORATION
(Name of Subject Company (issuer))

CMS ENERGY CORPORATION
(Name of Filing Persons)
(Issuer)

3.375% CONVERTIBLE SENIOR NOTES DUE 2023
(Title of Class of Securities)

125896AS9
(CUSIP Number of Class of Securities)

ROBERT C. SHROSBREE
ASSISTANT GENERAL COUNSEL
CMS ENERGY CORPORATION
ONE ENERGY PLAZA
JACKSON, MICHIGAN 49201
(517) 768-7323

AND

THOMAS J. WEBB
EXECUTIVE VICE PRESIDENT
AND CHIEF FINANCIAL OFFICER
CMS ENERGY CORPORATION
ONE ENERGY PLAZA
JACKSON, MICHIGAN 49201
(517) 788-1030

(Name, address, and telephone numbers
of persons authorized to receive notices
on behalf of filing persons)

CALCULATION OF FILING FEE

TRANSACTION VALUATION *	AMOUNT OF FILING FEE **
----- \$150,000,000	----- \$19,005

* For the purpose of calculating the filing fee only, this amount is based on the exchange for all \$150 million of the existing and outstanding 3.375% Convertible Senior Notes due 2023 for \$150 million of new 3.375% Convertible Senior Notes due 2023.

** Previously Paid.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: _____
Form or Registration No.: _____
Filing Party: _____
Date Filed: _____

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on November 9, 2004 and amended by Amendment No. 1 thereto filed on November 29, 2004 (as so amended, (the "Schedule TO") by CMS Energy Corporation, a Michigan corporation ("CMS Energy"), relating to the offer to exchange (the "Exchange Offer") an aggregate principal amount of \$150,000,000 of CMS Energy's 3.375% Convertible Senior Notes due 2023 (the "new notes") for a like principal amount of CMS Energy's issued and outstanding 3.375% Convertible Senior Notes due 2023 (the "old notes") from the registered holders thereof upon the terms and subject to the conditions contained in the Offering Memorandum dated November 9, 2004 (the "Offering Memorandum") and the related Letter of Transmittal, which together, as each may be amended and supplemented from time to time, constitute the tender offer. This Amendment No. 2 is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) of the Securities Exchange Act of 1934, as amended. Copies of the Offering Memorandum and the Letter of Transmittal were previously filed with the Schedule TO as Exhibits (12)(a)(1) and (12)(a)(2), respectively.

The information in the Offering Memorandum and the Letter of Transmittal, as amended or supplemented prior to the date hereof, is incorporated in this Amendment No. 2 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 11. ADDITIONAL INFORMATION.

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Item 11 of the Schedule TO is hereby amended and supplemented by adding the following information:

On December 10, 2004, CMS Energy issued a press release announcing the results of the Exchange Offer, which expired on December 9, 2004. A copy of this press release is filed as Exhibit (12) (a) (7).

ITEM 12. EXHIBITS.

Item 12 of Schedule TO is hereby amended and supplemented by adding the following exhibit.

(a) (7) Press Release, dated December 10, 2004.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Thomas J. Webb

(Name) Thomas J. Webb
(Title) Executive Vice President
Chief Financial Officer

December 10, 2004

(Date)

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