

Edgar Filing: HURST ROBERT J/NY - Form 5

HURST ROBERT J/NY
Form 5
February 14, 2002

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

[X] 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

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1. Name and Address of Reporting Person*

Hurst, Robert J.

(Last) (First) (Middle)
c/o Goldman, Sachs & Co.
85 Broad Street

(Street)
New York, New York 10004

(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Constellation Energy Group, Inc.
(CEG)

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3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

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4. Statement for Month/Year

FYE December 31, 2001

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

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Former Director

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7. Individual or Joint/Group Reporting
(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.	3.	4.		
	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Amount	(A) or (D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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.	3.	4.	5.	6.	7.
	Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8) (A) (D)	Date Exercisable and Expiration Date (Month/Day/Year) Date Exer- cisable	Title and Amount of Underlying Securities (Instr. 3 and 4)
						Amount or Number of Shares

Deferred Stock Units	02	02	A	638.729	03	03	Common Stock	638.729
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Deferred Stock								Common	
Units	03	11/9/01	D		790.651	03	03	Stock	790.651

Explanation of Responses:

01: The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is an indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

02: These deferred stock units were accrued on various dates between January 2001 and October 2001 under Constellation Energy Group, Inc.'s Deferred Compensation Plan for Non-Employee Directors (the "Plan") at prices ranging from \$24.4360 to \$44.1750.

03: These deferred stock units were accrued under the Plan. Pursuant to their terms, the Deferred Stock Units were settled in cash upon the Reporting Person's resignation from the Issuer's Board of Directors.

By: s/ Roger S. Begelman

February 14, 2002

 **Signature of Reporting Person
 Attorney-in-fact

 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.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the Reporting Person pursuant to Rule 101(b)(4) of Regulation S-T.