

CONSTELLATION ENERGY GROUP INC
 Form 4
 March 14, 2012

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 *
 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)
 100 CONSTELLATION WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2012

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

BALTIMORE, MD 21202

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 03/12/2012 | | D | | 150,954 | D | (1) 0 |
| Common Stock | 03/12/2012 | | D | | 463,378 | D | (2) 0 |
| Common Stock | 03/12/2012 | | D | | 1,798.8813 | D | (2) 0 |
| | | | | | | I | By 401 (k) |

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

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SEC 1474 (9-02)

number.

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 Amount of Underlying Securities (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock options (right to buy) ⁽³⁾ | \$ 39.63 | 03/12/2012 | | D | 184,773 | <u>(4)</u> | 02/26/2014 | Common Stock | 184,773 |
| Stock options (right to buy) ⁽³⁾ | \$ 50.96 | 03/12/2012 | | D | 334,210 | <u>(5)</u> | 02/24/2015 | Common Stock | 334,210 |
| Stock options (right to buy) ⁽³⁾ | \$ 58.33 | 03/12/2012 | | D | 75,874 | <u>(6)</u> | 12/21/2015 | Common Stock | 75,874 |
| Stock options (right to buy) ⁽³⁾ | \$ 75.85 | 03/12/2012 | | D | 293,040 | <u>(7)</u> | 02/22/2017 | Common Stock | 293,040 |
| Stock options (right to buy) ⁽³⁾ | \$ 93.97 | 03/12/2012 | | D | 226,550 | <u>(8)</u> | 02/21/2018 | Common Stock | 226,550 |
| Stock options (right to buy) ⁽³⁾ | \$ 19.76 | 03/12/2012 | | D | 781,250 | <u>(9)</u> | 02/27/2019 | Common Stock | 781,250 |
| Stock options (right to buy) ⁽³⁾ | \$ 35.07 | 03/12/2012 | | D | 407,890 | <u>(10)</u> | 02/26/2020 | Common Stock | 407,890 |
| Stock options (right to buy) ⁽³⁾ | \$ 30.18 | 03/12/2012 | | D | 500,960 | <u>(11)</u> | 02/25/2021 | Common Stock | 500,960 |
| | \$ 36.49 | 03/12/2012 | | D | 702,700 | <u>(12)</u> | 02/24/2022 | | 702,700 |

Stock
options
(right to
buy) ⁽³⁾

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHATTUCK MAYO A III 100 CONSTELLATION WAY BALTIMORE, MD 21202 | X | | Chairman, Pres. & CEO | |

Signatures

Sean J. Klein,
Attorney-In-Fact

03/14/2012

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) Disposition of stock units pursuant to Agreement and Plan of Merger (the "Merger") between Exelon Corporation ("Exelon"), Bolt Acquisition Corporation, and Constellation Energy Group, Inc. ("Constellation"), whereby each Constellation stock unit converted into 0.9300 Exelon stock units with a sale restriction that will lapse on 12/26/12 and a cash payment being made for any fractional shares.
- (2) Disposition of common stock pursuant to the Merger, whereby each share of Constellation common stock, without par value, converted into the right to receive 0.9300 shares of Exelon common stock, without par value, having a closing market value of \$39.81 per share on the effective date of the Merger and a cash payment being made for any fractional shares.
- (3) These are employee stock options.
- (4) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$42.62 per share.
- (5) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$54.80 per share.
- (6) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$62.73 per share.
- (7) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$81.56 per share.
- (8) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$101.05 per share.
- (9) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$21.25 per share.
- (10) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$37.71 per share.
- (11) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$32.46 per share.
- (12) Pursuant to the Merger, each Constellation stock option converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$39.24 per share. These stock options were granted on 2/24/12 and will vest on 2/24/13, 2/24/14, and 2/24/15.

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