CONSTELLATION ENERGY GROUP INC

Form 3 July 25, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 3

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

| 1. | Name and Address of | Reporting Person* | | | | |
|--------------|---|----------------------|--------|------------------------------------|-------|--|
| Featherstone | | Diane | | L. | | |
| | (Last) | (First) | | (Middle) | | |
| 750 | E. Pratt Street, 5th | Floor | | | | |
| | | (Street) | | | | |
| Bal | timore | MD | | 21202 | 21202 | |
| | (City) | (State) | | (Zip) | | |
| 2. | Date of Event Requir | ing Statement (Month | /Day/Y | /ear) | - | |
| 3. | IRS Identification N | umber of Reporting P | erson, | if an Entity (Voluntary) | | |
| 4. | Issuer Name and Ticke Constellation Energy | | | | | |
| 5. | Relationship of Repo | | er | | | |
| | <pre>[_] Director [X] Officer (give to Vice President</pre> | itle below) | | 10% Owner Other (specify below) | | |
| 6. | If Amendment, Date o | f Original (Month/Da | y/Year | -) | | |
| 7. | Individual or Joint/([x] Form Filed by One of the control of the | | | | | |

| | ivative Securities Beneficially | | |
|--|--|--|---------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature (Instr |
| Common Stock | 12,837.309 | D | |
| Common Stock | 4,033.801 | I | by 401 |
| | | | |
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| | | | |
| * If the Form is filed by mo $5(b)(v)$. | re than one Reporting Person, | see Instruction | |
| Reminder: Report on a separate owned directly or ind | line for each class of securitie irectly. | s beneficially | |
| (Pr | int of Type Responses) | | |
| | | (Over) | |
| FORM 3 (continued) | | | |
| (e.g., puts, calls, wa | ative Securities Beneficially Ow rrants, options, convertible sec | urities) | |

^{3.} Title and Amount of Securities Underlying Derivative Security

| | Date Exercisable and Expiration Date (Month/Day/Year) | | (Instr. 4) | Amount | 4. Conve | |
|--|---|---------|--------------|------------------------------|----------------------------------|--|
| 1. Title of Derivative Security (Instr. 4) | | | Title | or Number of Shares | Exerc Price Deriv Secur | |
| Employee Stock Option (right to buy) | | 5/18/10 | Common Stock | 14,666 | \$34.25 | |
| Employee Stock Option (right to buy) | | 5/24/12 | Common Stock | 22,000 | \$31.21 | |
| | | | | | | |
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Explanation of Responses:

- (1) Remaining balance on option granted May 18, 2000, which vests in three equal installments commencing on May 18, 2001. The first installment was exercised and sold prior to reporting person becoming an insider subject to Section 16. Another installment vested on May 18, 2002, and the final installment vests on May 18, 2003.
- (2) Option vests in three equal installments, commencing May 24, 2003.

/s/ Diane L. Featherstone 7/25/02 **Signature of Reporting Person 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.

(Print of Type Responses)