

VON SCHACK WESLEY W
Form 5
February 03, 2003

FORM 5

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

OMB APPROVAL

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 3 Holdings Reported
 Form 4 Transactions Reported

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

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|---|--|--|---|--|--|--|--|
| 1. Name and Address of Reporting Person* von Schack, Wesley W. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol Energy East Corporation (EAS) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Energy East Corporation P.O. Box 12904 | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) Chairman, President, & Chief Executive Officer | |
| (Street) Albany, NY 12212-2904 | | | 5. If Amendment, Date of Original (Month/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/19/02 | | G | 2000.000 | D | | 28000.000 | D | |
| Common Stock | | | | | | | 4804.665 ⁽¹⁾ | D | By 401(k) Plan |

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).

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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 | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, | 4. Transaction Code | 5. Number of Derivatives | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities | 10. Ownership Form | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|--------------------------|--|---|--|------------------------------------|--------------------|---|
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|--------------------------|--|---|--|------------------------------------|--------------------|---|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | (Instr. 8) | Securities (Instr. 3, 4 & 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Beneficially Owned at End of Year (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
|---|---------------------|------------------|-------------------------|------------|------------------------------|-----|------------------|-----------------|--------------|----------------------------|--|---|------------|
| | | | | | (A) | (D) | | | | | | | |
| Employee Stock Option (right to buy) / SAR ⁽²⁾ | 17.9375 | | | | | | ⁽³⁾ | 2/5/08 | Common Stock | 200000.000 | 200000.000 | D | |
| Employee Stock Option (right to buy) / SAR ⁽²⁾ | 26.7188 | | | | | | ⁽⁴⁾ | 2/19/09 | Common Stock | 200000.000 | 200000.000 | D | |
| Employee Stock Option (right to buy) / SAR ⁽²⁾ | 23.0625 | | | | | | ⁽⁵⁾ | 2/11/10 | Common Stock | 200000.000 | 200000.000 | D | |
| Employee Stock Option (right to buy) / SAR ⁽²⁾ | 18.5500 | | | | | | ⁽⁶⁾ | 2/1/11 | Common Stock | 200000.000 | 200000.000 | D | |
| Employee Stock Option (right to buy) / SAR ⁽²⁾ | 20.1800 | | | | | | ⁽⁷⁾ | 5/29/11 | Common Stock | 200000.000 | 200000.000 | D | |
| Employee Stock Option (right to buy) / SAR ⁽²⁾ | 19.6200 | | | | | | ⁽⁸⁾ | 2/8/12 | Common Stock | 400000.000 | 400000.000 | D | |

Explanation of Responses:

(1) Includes equity securities acquired with participant contributions, Company matching fund contributions, and reinvested dividends pursuant to the common stock fund of the Company's 401(k) Plan which are exempt from reporting.

(2) The Stock Appreciation Right (SAR) was issued in tandem with an Employee Stock Option (right to buy). The exercise of a SAR will result in the corresponding cancellation of the Employee Stock Option (right to buy) to the extent of the number of shares of the Company's Common Stock as to which SARs are exercised. The exercise of the Employee Stock Option (right to buy) will result in the corresponding cancellation of a SAR to the extent of the number of shares of the Company's Common Stock as to which the Employee Stock Option (right to buy) is exercised.

(3) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on January 1, 1999; (b) in aggregate as to no more than 66 2/3% on January 1, 2000; and (c) on January 1, 2001 as to 100% of all options which have not been previously exercised.

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(4) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 19, 1999; (b) in aggregate as to no more than 66 2/3% on January 1, 2000; and (c) on January 1, 2001 as to 100% of all options which have not been previously exercised.

(5) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 11, 2000; (b) in aggregate as to no more than 66 2/3% on January 1, 2001; and (c) on January 1, 2002 as to 100% of all options which have not been previously exercised.

(6) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 1, 2001; (b) in aggregate as to no more than 66 2/3% on January 1, 2002; and (c) on January 1, 2003 as to 100% of all options which have not been previously exercised.

(7) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on May 29, 2001; (b) in aggregate as to no more than 66 2/3% on January 1, 2002; and (c) on January 1, 2003 as to 100% of all options which have not been previously exercised.

(8) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 8, 2002; (b) in aggregate as to no more than 66 2/3% on January 1, 2003; and (c) on January 1, 2004 as to 100% of all options which have not been previously exercised.

By: /s/ **Wesley W. von Schack**

1/31/03

Date

**Signature of Reporting Person

**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 is insufficient, See Instruction 6 for procedure.

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