CONSTELLATION ENERGY GROUP INC Form 5 February 13, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 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

- [_] 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

1. Name and Address of Reporting Person* W. Gale Roger ------(Middle) (First) (Last) GF Energy, LLC 901 15th St., N.W., Suite 440 _____ (Street) D.C. 20005-2301 Washington _____ (City) (State) (Zip) 2. Issuer Name and Ticker or Trading Symbol Constellation Energy Group, Inc.

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year December 31, 2001

(CEG)

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

 Relationship of Reporting Person to Issuer (Check all applicable)

[X] Director

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[_] Officer (give title below) [_] Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)
[X] 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

Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
2. 3	-
1. Transaction Transaction (A)	
Title of Security Date Code Amount or Price	
(Instr. 3) (mm/dd/yy) (Instr. 8) (D)	

Common Stock	
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* If the form is filed by more than one Reporting Person, see Instruction $4\left(b\right)\left(v\right)$.

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

(Print or Type Responses)

(Over)

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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)

	2. Conver- sion or Exer- cise Price of Deriv-	3. Trans- action Date	4. Trans- action	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of								Amount or
Derivative Security (Instr. 3)	ative	(Month/ Day/ Year)	Code	4 and 5)	Date Exer- cisable		Title	Number of Shares
Deferred Stock Units(1)		(1)	A	347.461	(2)	(2) Co	ommon Stock	347.461
Evolution of Door								

Explanation of Responses:

- (1) Units were accrued at various dates between January 2001 and October 2001 under Constellation Energy Group's Deferred Compensation Plan for Non-Employee Directors at prices ranging from \$24.4360 to \$44.1750.
- (2) The Units are settled in cash upon the reporting person's termination of service as a director, or earlier upon reaching age 70, if elected by the reporting person.

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/s/ Roger W. Gale	2/7/02
**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.

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