

CONSTELLATION ENERGY GROUP INC

Form 8-K

June 04, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 28, 2010**

Commission
File Number

Exact name of registrant as specified in its charter

IRS Employer
Identification No.

1-12869

CONSTELLATION ENERGY GROUP, INC.

52-1964611

MARYLAND

(State of Incorporation of registrant)

100 CONSTELLATION WAY, BALTIMORE, MARYLAND
(Address of principal executive office)

21202
(Zip Code)

410-783-2800

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name, former address
and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 28, 2010, the shareholders of Constellation Energy Group, Inc. (Constellation Energy) approved an amendment and restatement of the 2007 Long-Term Incentive Plan (the LTIP) to increase, by 9 million shares, the number of shares of common stock that may be delivered pursuant to awards under the LTIP. In addition, shareholders approved an extension of the termination date of the LTIP from May 18, 2017 to May 28, 2020 (the tenth anniversary of the shareholder approval date). The number of shares available for issuance in connection with restricted stock, restricted stock unit, performance unit and equity awards and dividend equivalents did not increase and the additional 9 million shares will be available for issuance in connection with stock option and stock appreciation rights awards only. There were no other material changes to the terms of the LTIP.

A copy of the amended and restated LTIP is filed as an exhibit and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 28, 2010, Constellation Energy held its annual meeting of shareholders. At that meeting, the following matters were voted upon:

1. Directors nominated by Constellation Energy were elected to serve for a term to expire in 2011 and until their successors are duly elected and qualified as follows:

| | Common Shares | | | Broker Non-Votes |
|--------------------------|---------------|-----------|-----------|---------------------|
| | For | Against | Abstain | |
| Yves C. de Balmann | 147,308,291 | 4,792,588 | 376,155 | 16,530,691 |
| Ann C. Berzin | 150,013,185 | 2,207,289 | 256,560 | 16,530,691 |
| James T. Brady | 144,811,448 | 7,290,008 | 375,578 | 16,530,690 |
| Daniel Camus | 148,431,520 | 3,543,261 | 502,252 | 16,530,692 |
| James R. Curtiss | 146,406,143 | 3,052,972 | 3,017,916 | 16,530,693 |
| Freeman A. Hrabowski III | 144,055,555 | 8,150,423 | 271,055 | 16,530,691 |
| Nancy Lampton | 144,768,642 | 7,485,390 | 222,998 | 16,530,694 |
| Robert J. Lawless | 145,663,556 | 6,427,959 | 385,519 | 16,530,691 |
| Mayo A. Shattuck III | 142,804,416 | 9,179,099 | 493,517 | 16,530,692 |
| John L. Skolds | 149,857,482 | 2,237,414 | 382,137 | 16,530,691 |
| Michael D. Sullivan | 144,015,154 | 7,961,837 | 499,621 | 16,530,691 |

2. The ratification of PricewaterhouseCoopers LLP as independent registered public accounting firm for 2010 was approved as follows:

| | Common Shares | | |
|-------------|---------------|---------|--|
| For | Against | Abstain | |
| 166,474,455 | 2,316,590 | 216,678 | |

3. The amendment and restatement of the 2007 Long-Term Incentive Plan was approved as follows:

| | Common Shares | | | |
|------------|---------------|---------|------------------|--|
| For | Against | Abstain | Broker Non-Votes | |
| 98,068,304 | 53,697,804 | 710,918 | 16,530,699 | |

4. The shareholder proposal requesting shareholders to approve an amendment to Constellation Energy's bylaws that would require the Chairman of the Board to be independent was not approved as follows:

| | Common Shares | | | |
|------------|---------------|---------|------------------|--|
| For | Against | Abstain | Broker Non-Votes | |
| 27,869,186 | 123,940,088 | 671,925 | 16,530,698 | |

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Amended and Restated 2007 Long-Term Incentive Plan. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CONSTELLATION ENERGY GROUP, INC.
(Registrant)

Date: June 4, 2010

/s/ Charles A. Berardesco
Charles A. Berardesco
Senior Vice President and General Counsel

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
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