



**Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form 5**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

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  
 =====

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

Common Stock

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

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

(Print or Type Responses)

Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form 5

(Over)

(Form 5-07/99)

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 (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
--	---	--	---	--	---	--

Deferred Stock Units(1)	(1)	A	1015.787	(2)	(2)	Common Stock 1015.787
-------------------------	-----	---	----------	-----	-----	-----------------------

Explanation of Responses:

(1) Units were accrued on various dates between January 2000 and December 2000 under Constellation Energy Group's Deferred Compensation Plan for Non-Employee Directors at prices ranging from \$29.1083 to \$51.2240.

Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form 5

(2) The Units are settled in cash only upon the reporting person's termination of service as a director, or earlier upon reaching age 70, if elected by the reporting person.

/s/ Mayo A. Shattuck

2/8/01

-----  
\*\*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.

Page 2