

CONSTELLATION ENERGY GROUP INC
Form DEFA14A
April 16, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Constellation Energy Group, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting of

To Be Held On:

May 28, 2010 at 9:00 a.m.

Sky Lobby Conference Room, 750 East Pratt Street, Baltimore, Maryland

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

Dear Shareholder: Our 2010 annual meeting of shareholders will be held at the time and place set forth above. By furnishing this notice in lieu of mailing paper copies of our proxy materials, we are lowering the costs and reducing the environmental impact of our annual meeting.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. If you want to receive a paper or email copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 17, 2010.

TO VIEW PROXY MATERIALS ONLINE:

Please visit <http://www.amstock.com/proxyservices/constellation>, where the following materials are available for view:

Proxy Statement
2009 Annual Report

TO REQUEST PAPER OR EMAIL COPIES OF PROXY MATERIALS:

WEBSITE: <http://www.amstock.com/proxyservices/constellation>

TELEPHONE: 888-Proxy-NA (888-776-9962) and 718-921-8562

(for international callers)

E-MAIL: info@amstock.com

TO VOTE:

ONLINE: To access your online proxy card, please visit <http://www.amstock.com/proxyservices/constellation> and follow the on-screen instructions. You will need the control number shown above to enter your voting instructions. You may enter your voting instructions up until 11:59 PM Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the annual meeting.

TELEPHONE: To vote by telephone, please visit <http://www.amstock.com/proxyservices/constellation> to obtain the toll free number to call. You will need the control number shown above to enter your voting instructions. You may vote by telephone up until 11:59 PM Eastern Time the day before the meeting date.

MAIL: You may request a proxy card by following the instructions above.

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1. The election of directors for a term to expire in 2011.

NOMINEES: Yves C. de Balmann

Ann C. Berzin

James T. Brady

Daniel Camus

James R. Curtiss

Freeman A. Hrabowski, III

Nancy Lampton

Robert J. Lawless

Mayo A. Shattuck III

John L. Skolds

Michael D. Sullivan

2. Ratification of PricewaterhouseCoopers LLP as independent registered public accounting firm for 2010.

3. Approval of an amendment and restatement of the 2007 Long-Term Incentive Plan to, among other things, increase the number of shares of common stock reserved for issuance under the plan by 9 million shares.

4. Shareholder proposal - Independent Chairman.

The Board of Directors recommends a vote FOR all director nominees, FOR Proposal 2, FOR Proposal 3 and AGAINST Proposal 4.

Please note that you cannot use this notice to vote by mail.

Note: Please retain and use this Notice as an admission ticket if you plan to attend the annual meeting.

If you need directions to the meeting site, please contact Investor Relations at (410) 470-6440 or investorrelations@constellation.com