

Duke Power CO LLC
 Form 4
 April 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESREY WILLIAM T

(Last) (First) (Middle)
 1314 SPRADDLE CREEK ROAD
 (Street)

VAIL, CO 81657

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Duke Power CO LLC [DUK]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. 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

| 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) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 04/03/2006 ⁽¹⁾ | | D | | 32,970 | D | |
| Common Stock | 04/03/2006 ⁽¹⁾ | | D | | 1,333 | I | By Partnership ⁽²⁾ |
| Common Stock | 04/03/2006 ⁽¹⁾ | | D | | 5,222 | I | By Trust-reporting person trustee/benef |
| Common Stock | 04/03/2006 ⁽¹⁾ | | D | | 24,155 | I | By Trustee under Directors' Savings Plan |

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| | | | | | | | |
|--------------|---------------------------|---|-----|---|--------|---|----------------------------------------|
| Common Stock | 04/03/2006 ⁽¹⁾ | D | 556 | D | \$ 0 0 | I | By Trustee, Directors' Savings Plan II |
| Common Stock | 04/03/2006 ⁽¹⁾ | D | 904 | D | \$ 0 0 | I | By Trustee, Dividend Reinvestment Plan |

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

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SEC 1474
(9-02)

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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| LTIP Phantom Stock 2004 Grant | <u>(3)</u> | 04/03/2006 ⁽¹⁾ | | D | 900 | <u>(4)</u> | <u>(5)</u> | | | Common Stock | 900 |
| LTIP Phantom Stock Grant Feb 2005 | <u>(3)</u> | 04/03/2006 ⁽¹⁾ | | D | 1,456 | <u>(6)</u> | <u>(5)</u> | | | Common Stock | 1,456 |
| LTIP Phantom Stock Grant May, 2004 | <u>(3)</u> | 04/03/2006 ⁽¹⁾ | | D | 720 | <u>(7)</u> | <u>(5)</u> | | | Common Stock | 720 |
| LTIP Phantom Stock | <u>(3)</u> | 04/03/2006 ⁽¹⁾ | | D | 540 | <u>(8)</u> | <u>(5)</u> | | | Common Stock | 540 |

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- (4) The phantom stock vests in 5 equal annual installments beginning on February 24, 2005.
- (5) Expiration date not applicable.
- (6) The phantom stock vests in 5 equal annual installments beginning on February 28, 2006.
- (7) The phantom stock vests in 5 equal annual installments beginning on May 13, 2005.
- (8) The phantom stock vests in 5 equal annual installments beginning on May 12, 2006.
- (9) The option vests in 4 equal annual installments beginning on April 15, 2000.
- (10) The option vests in 4 equal annual installments beginning on December 20, 2000.
- (11) The option vests in 4 equal annual installments beginning on December 20, 2001.
- (12) The option vests in five equal annual installments beginning on December 19, 2002.
- (13) The option vests in 4 equal annual installments beginning on February 25, 2004.

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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