

SAGER THOMAS L
Form 4
December 22, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SAGER THOMAS L

2. Issuer Name and Ticker or Trading Symbol
DUPONT E I DE NEMOURS & CO
[DD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
D-7038, 1007 MARKET STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

WILMINGTON, DE 19898

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/21/2010 | | M ⁽¹⁾ | | 19,800 | A | \$ 37.75 |
| | | | | | | | 40,754.6296 <u>(2)</u> |
| Common Stock | 12/21/2010 | | S ⁽¹⁾ | | 19,800 | D | \$ 50 |
| | | | | | | | 20,954.6296 <u>(2)</u> |
| Common Stock | 12/21/2010 | | M ⁽¹⁾ | | 200 | A | \$ 44.5 |
| | | | | | | | 21,154.6296 <u>(2)</u> |
| Common Stock | 12/21/2010 | | S ⁽¹⁾ | | 200 | D | \$ 50 |
| | | | | | | | 20,954.6296 <u>(2)</u> |
| Common Stock | 12/21/2010 | | M ⁽¹⁾ | | 20,000 | A | \$ 42.5 |
| | | | | | | | 40,954.6296 <u>(2)</u> |

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| | | | | | | | | |
|--------------|------------|--------------|--------|---|-------|--------------------|---|--|
| Common Stock | 12/21/2010 | <u>S</u> (1) | 20,000 | D | \$ 50 | 20,954.6296 (2) | D | |
| Common Stock | | | | | | 796.076 | I | DuPont Retirement Savings Restoration Plan |
| Common Stock | | | | | | 338.1593 | I | DuPont Retirement Savings Plan |
| Common Stock | | | | | | 72 (3) | I | Custodial accounts for children |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (right to buy) | \$ 37.75 | 12/21/2010 | | M(4) | 19,800 | 02/05/2004(5) 02/04/2013 | Common Stock | 19,800 |
| Employee Stock Options (right to buy) | \$ 44.5 | 12/21/2010 | | M(4) | 200 | 01/08/2003 01/07/2012 | Common Stock | 200 |
| Employee Stock Options | \$ 42.5 | 12/21/2010 | | M(4) | 20,000 | 02/06/2003 02/05/2012 | Common Stock | 20,000 |

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SAGER THOMAS L D-7038 1007 MARKET STREET WILMINGTON, DE 19898 | | | SVP and General Counsel | |

Signatures

| | |
|--|------------|
| Mary E. Bowler by Power of Attorney | 12/22/2010 |
|--|------------|

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The acquisition and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2010.
- (2) Includes direct ownership, unvested RSUs and vested deferred stock units.
- (3) Reporting person disclaims beneficial ownership of these securities.
- (4) The disposition reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2010.
- (5) Options became exercisable in three equal annual installments beginning on the first anniversary of the grant.

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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