

CONSTELLATION ENERGY GROUP INC
Form SC 13D/A
October 18, 2010

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)

Constellation Energy Group, Inc.
(Name of Issuer)

Common Stock, No Par Value
(Title of Class of Securities)

210371100
(CUSIP Number)

Jean-Pierre Benqué
EDF Inc. (formerly known as EDF Development Inc.)
5404 Wisconsin Avenue, Suite 400
Chevy Chase, MD 20815
(240) 744-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

October 18, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

1. Names of Reporting Persons.
Électricité de France S.A.
 2. Check the Appropriate Box if a Member of (a)
a Group (see instructions) (b)
 3. SEC USE ONLY
 4. Source of Funds (see instructions)
OO
Check if Disclosure of Legal Proceedings Is
 5. Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
France
 7. Sole Voting Power
0
 8. Shared Voting Power
16,964,095
 9. Sole Dispositive Power
0
 10. Shared Dispositive Power
16,964,095
- Number of Shares Beneficially Owned by Each Reporting Person with
11. Aggregate Amount Beneficially Owned by Each Reporting Person
16,964,095 shares of Common Stock
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see
 12. instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.40%
 14. Type of Reporting Person (see instructions)
CO

1. Names of Reporting Persons
E.D.F. International S.A.
2. Check the Appropriate Box if a Member of (a)
a Group (see instructions) (b)
3. SEC USE ONLY
4. Source of Funds (see instructions)
WC
Check if Disclosure of Legal Proceedings Is
5. Required Pursuant to Items 2(d) or 2(e)

	Citizenship or Place of Organization	
6.	France	
	7.	Sole Voting Power
Number of		0
Shares	8.	Shared Voting Power
Beneficially		16,964,095
Owned by	9.	Sole Dispositive Power
Each		0
Reporting	10.	Shared Dispositive Power
Person with		16,964,095
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	16,964,095 shares of Common Stock	
	Check if the Aggregate Amount in Row	
	(11) Excludes Certain Shares (see	
12.	instructions)	o
13.	Percent of Class Represented by Amount in Row (11)	
	8.40%	
	Type of Reporting Person (see instructions)	
14.	CO	

1. Names of Reporting Persons
EDF Inc. (formerly known as EDF Development Inc.)
 2. Check the Appropriate Box if a Member of a Group (see instructions) (a)
(b)
 3. SEC USE ONLY
 4. Source of Funds (see instructions)
AF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person with | 7. | | Sole Voting Power
0 |
| | 8. | | Shared Voting Power
16,964,095 |
| | 9. | | Sole Dispositive Power
0 |
| | 10. | | Shared Dispositive Power
16,964,095 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
16,964,095 shares of Common Stock
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.40%
 14. Type of Reporting Person (see instructions)
CO
-

Item 1. Security and Issuer.

The class of equity securities to which this Amendment No. 7 to Schedule 13D relates is the common stock, without par value (the “Common Stock”), of Constellation Energy Group, Inc., a Maryland corporation (the “Issuer” or “Constellation”). The address of the principal executive offices of the Issuer is 750 E. Pratt Street, Baltimore, Maryland 21202.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby amended as follows:

Item 2. Identity and Background.

Paragraph (a) of Item 2 is hereby amended and restated in its entirety as follows:

(a) This Schedule 13D is being filed by the following persons (each a “Reporting Person” and collectively, the “Reporting Persons”): (i) Électricité de France S.A. (“EDF”); (ii) E.D.F. International S.A. (“EDFI”); and (iii) EDF Inc. (formerly known as EDF Development Inc.) (“EDFD”). The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is attached as Exhibit 99.9 hereto.

Item 4. Purpose of Transaction.

On October 18, 2010, Daniel Camus resigned as EDFI’s designated director on the board of directors of Constellation, effective as of October 21, 2010. Under Section 3.2(a) of the Amended and Restated Investor Agreement, dated December 17, 2008 by and between EDFI and Constellation, EDFI is entitled to nominate one director to the board of directors of Constellation and, in case of vacancy, the board of directors is required to elect any individual so nominated to the board of directors. On October 18, 2010, EDFI nominated Samuel Minzberg, a partner in the Montreal law firm of Davies Ward Phillips & Vineberg LLP, to fill the vacancy created by Mr. Camus’ resignation. Mr. Minzberg is thus expected to be elected to the board of directors of Constellation at the regular board meeting scheduled for October 22, 2010.

Item 7. Material to be Filed as Exhibits.

Exhibit Number	Description
99.9	Joint Filing Agreement, dated as of November 10, 2009, by and among Électricité de France S.A., E.D.F. International S.A., and EDF Development Inc.
99.10	EDFI Nomination Letter, dated as of October 18, 2010

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth herein is true, complete and correct.

Dated: October 18, 2010

ÉLECTRICITÉ DE FRANCE S.A.

/s/ Alain Tchernonog

Name: Alain Tchernonog
Title: GENERAL SECRETARY

E.D.F. INTERNATIONAL S.A.

/s/ Guillaume de Forceville

Name: Guillaume de Forceville
Title: DEPUTY GENERAL
MANAGER

EDF INC.

/s/ Jean-Pierre Benqué

Name: Jean-Pierre Benqué
Title: PRESIDENT