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CONSTELLATION ENERGY GROUP INC

Form 5/A

February 14, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

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1. Name and Address of Reporting Person\*

|                  |         |          |
|------------------|---------|----------|
| Shattuck, III    | Mayo    | A.       |
| -----            | -----   | -----    |
| (Last)           | (First) | (Middle) |
| 250 W. Pratt St. |         |          |
| -----            |         |          |
| (Street)         |         |          |
| Baltimore        | MD      | 21201    |
| -----            | -----   | -----    |
| (City)           | (State) | (Zip)    |

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2. Issuer Name and Ticker or Trading Symbol  
Constellation Energy Group, Inc.  
(CEG)

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year  
December 31, 2001

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5. If Amendment, Date of Original (Month/Year)  
2/13/2002

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6. Relationship of Reporting Person to Issuer  
(Check all applicable)

Director

10% Owner

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[X] Officer (give title below)  
President and Chief Executive Officer

[ ] Other (specify below)

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

[X] 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.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | Price |
|---------------------------------------|---|---|--|------------------|-------|
|                                       |   |   | Amount   | (A)<br>or<br>(D) |       |
| Common Stock                          | 11/1/01                                 | A                                       | 34,000   | A                |       |

\* 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)

(Over)

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FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|--|---|--|
| Deferred Stock<br>Units (1)                            |   | (1)  | A   | 779.746  | (2) (2)   | Common Stock 779.746   |
| Deferred Stock<br>Units (3)                            |   | 11/1/01  | D   | 3669.101   | (2) (2)   | Common Stock 3669.101  |
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Explanation of Responses:

- (1) Units were accrued at various dates between January 2001 and October 2001 under Constellation Energy Group's Deferred Compensation Plan for Non-Employee Directors at prices ranging from \$24.4360 to \$44.1750.
- (2) The Units are settled in cash upon the reporting person's termination of service as a director, or earlier upon reaching age 70, if elected by

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the reporting person or upon becoming employee of issuer.

- (3) Units settled on 11/1/01 in cash as a result of reporting person becoming employee of issuer.

/s/ Mayo A. Shattuck, III

2/8/02

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\*\*Signature of Reporting Person

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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.

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