

CH ENERGY GROUP INC  
Form 8-K  
January 30, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 26, 2009

**CH ENERGY GROUP, INC.**

(Exact name of registrant as specified in charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**0-30512**  
(Commission  
File Number)

**1804460**  
(IRS Employer  
Identification No.)

**284 South Avenue**

**Poughkeepsie, New York 12601-4879**

(Address of principal executive offices) (Zip Code)

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**(845)-452-2000**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name and former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02**            **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 26, 2009, the Compensation Committee of the Board of Directors of CH Energy Group, Inc. (“Energy Group”) approved a form of Performance Shares Agreement, which will be used for the performance share awards granted for the 2009-2011 performance cycle under Energy Group’s Long-Term Equity Incentive Plan. A copy of the form of Performance Shares Agreement is attached to this Form 8-K as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01**            **Financial Statements and Exhibits.**

(d)            Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
10.1	Form of CH Energy Group, Inc. Performance Shares Agreement (Long-Term Equity Incentive Plan).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CH ENERGY GROUP, INC.**

By: /s/ Kimberly J. Wright

Kimberly J. Wright  
Vice President – Accounting and Controller

Date: January 30, 2009

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**EXHIBIT INDEX**

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