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DUPONT E I DE NEMOURS & CO

Form 4

January 08, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Goodmanson, Richard R.
 D-9000
 1007 Market Street
 Wilmington, DE 19898
2. Issuer Name and Ticker or Trading Symbol
 E. I. du Pont de Nemours and Company
 DD
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 12/31/2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Executive Vice President and Chief Operating Officer
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. Title of Security | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------|---|--|
|----------------------|---------------------|---------|---|--|

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. Purchase or Sale Price of Underlying Securities |
|---------------------------------|--|---------------------|---------|--|--|--|--|
|---------------------------------|--|---------------------|---------|--|--|--|--|

| | | | | | | | |
|--------------------------------------|-----|----------|-------|----------|-----|--------------|----------|
| Restricted DuPont Common Stock Units | N/A | 12/14/01 | A (1) | 135.1424 | N/A | Common Stock | 135.1424 |
| DuPont Common Stock Units | N/A | 12/14/01 | A (2) | 225.6563 | N/A | Common Stock | 225.6563 |

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its | | | /01 |) | | | | | | | | | | 3 | |

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Explanation of Responses:

(1) Dividend equivalents credited as restricted stock units under the DuPont Stock Performance Plan.

(2) Dividend equivalents credited as stock units under the DuPont Variable Compensation Plan.

SIGNATURE OF REPORTING PERSON

/s/ Richard R. Goodmanson by Mary E. Bowler

DATE

01/08/02