

Edgar Filing: DTE ENERGY CO - Form 5

DTE ENERGY CO  
 Form 5  
 February 15, 2002

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Securities Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

/ / Form 3 Holdings Reported

/ / Form 4 Transactions Reported

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 1. Name and Address of Reporting Person                      2. Issuer Name and Ticker or Trading Symbol                      6.

|  |         |          |  |  |    |
|--|---------|----------|--|--|----|
| GLANCY III                             | ALFRED  | R.       | DTE Energy Company (DTE)   |  |    |
| (Last)                                 | (First) | (Middle) | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) | 4. Statement for Month/Year                    | 7. |
| 400 MAPLE PARK BOULEVARD<br>SUITE 405. |         |          |  | 12/2001  |    |
| (Street)                               |         |          |  | 5. If Amendment, Date of Original (Month/Year) |    |
| ST. CLAIR SHORES MI                    |         | 48081    |  |  |    |
| (City)                                 | (State) | (Zip)    |  |  |    |
|  | USA     |          |  |  |    |

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL OWNERSHIP

| 1. Title of Security (Instr. 3) | 2. Transaction Date (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 (Instr. 6) | 6. Price (Instr. 7) | 7. Amount of Securities (Instr. 8) |
|---------------------------------|--------------------------------------|--------------------------------|---|------------------------------------|---------------------|------------------------------------|
| Common Stock                    | 5/31/2001                            | A                              | 66,958.4  | A                                  | (1) (2)             |                                    |
| Common Stock                    | 08/31/2001                           | J                              | 66,958.4 (3)  | D                                  | \$42.574615         | -0-                                |

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|              |            |   |             |   |         |             |
|--------------|------------|---|-------------|---|---------|-------------|
| Common Stock | 05/31/2001 | A | 119,012.355 | A | (1) (4) | 119,012.355 |
|--------------|------------|---|-------------|---|---------|-------------|

1. Exempt transaction pursuant to the merger agreement (the "Merger Agreement") between DTE Energy Group Inc. (MCN") and in accordance with the proration and allocation procedures therein consideration due to such holders was paid to them in cash pursuant to the Merger Agreement.
2. In an exempt transaction, the reporting person received 36,659.04 shares of DTE common stock in addition to 106,108 shares of MCN in connection with the merger (the "Merger") of MCN into DTE. In addition to the shares of DTE common stock using the cash consideration the plan received in connection with the merger, the reporting person received 36,659.04 shares of DTE common stock.
3. In an exempt transaction in August 2001, the 401(k) plan disposed of 66,958.4 shares of DTE common stock of the reporting person in connection with his retirement at a price of \$42.574615 per share.
4. Exempt transaction received as the stock portion of the merger consideration due in exchange for 119,012.355 shares of MCN in connection with the Merger.

FORM 5 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Date Exercisable and Expiration Date<br>(Month/Day/Year) |
|---|--|---|-----------------------------------|--|---|---|
| Employee Stock Option<br>(right to buy)       | \$27.62  | 5/31/2001                               | A                                 | 62,424   | 5/31/2001   | 2/22/2009   |
| Phantom Stock                                 | 1-for-1  | 6/27/2001                               | A                                 | 1,000  | (6)   | (6)   |
| Phantom Stock                                 | 1-for-1  | 10/15/2001                              | A                                 | 11.923   | (6)   | (7)   |

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Stock Option                                  \$45.92                          6/27/01                          A                          1,000                          (8)                          6/26/2011

| 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|
|---|---|--|

62,424    D

1,000    D

D

1,000    D

Explanation of Responses:

- Received in the Merger in exchange for employee stock options to acquire 100,000 shares of MCM \$17.25 per share.
- The balance of the reporting person's phantom share account will be paid to him within 15 days terminates his service on the board of directors of DTE (the "Board") for any reason. Payment lump sum in cash or, at the election of the reporting person made prior to termination of serv approval of the Board, in whole shares of DTE common stock with any fractional share being pai amount of any cash distribution from the reporting person's phantom share account will be made to the average of the high and low sales prices of a share of DTE common stock as listed in th Journal for the New York Stock Exchange Composite tape on a specified date.
- The phantom stock was accrued under the DTE Energy Company Deferred Stock Compensation Plan fo Directors and is to be settled in cash or DTE Energy Common Stock upon the reporting person's the Board.
- The options fully vest on 6-27-2002.

/s/ Su  
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\*\*Sign  
Attorn

\*\* 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.

POWER OF ATTORNEY

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STATE OF MICHIGAN }  
                               } SS  
 COUNTY OF WAYNE }

KNOW ALL BY THESE PRESENTS that I, Alfred R. Glancy III, do hereby constitute and appoint Susan M. Beale and Eric H. Peterson and each of them, my true and lawful Attorneys-in-Fact with full power of substitution to execute and file on my behalf with the Securities and Exchange Commission any and all reports, including without limiting the generality of the foregoing, reports on Securities and Exchange Commission Forms 4 and 5 and 144, that may be required or advisable in connection with my holdings in and transactions related to securities of DTE Energy Company.

This Power of Attorney is effective for the period July 1, 2001, through and including July 1, 2002.

IN WITNESS THEREOF, I have hereto set my hand this 25th day of June, 2001.

/s/ ALFRED R. GLANCY III  
 -----  
 Alfred R. Glancy III

Witnesses:

/s/ SUSAN E. RISKE  
 -----  
 Susan E. Riske

/s/ JANET A. SCULLEN  
 -----  
 Janet A. Scullen

STATE OF MICHIGAN }  
                               } SS  
 COUNTY OF WAYNE }

On this 25th day of June, 2001, before me personally appeared Gerard M. Anderson to me known to be the person described who executed the foregoing Power of Attorney.

Subscribed and sworn to before me  
 the 25th day of June, 2001  
  
 /s/ SANDRA L. BAMBERG  
 -----  
 Sandra L. Bamberg  
 Notary Public - Wayne County  
 My Commission Expires: 1-11-04