

CMS ENERGY CORP  
Form 4  
March 01, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RUSSELL JOHN G

(Last) (First) (Middle)

CMS ENERGY CORPORATION, ONE ENERGY PLAZA

(Street)

JACKSON, MI 49201-2276

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CMS ENERGY CORP [CMS]

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Pres/CEO, Sub-Consumers Energy

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (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 Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock (CMS)              |                                      |  |                                |   | 73,565 <sup>(1)</sup>   | D  |                                   |
| Common Stock (CMS)              |                                      |  |                                |   | 2,971   | I  | 401(k)                            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                    |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title              | Amount or Number of Shares |
| Bonus PSU                                  | \$ 10.53   | 02/28/2005 <sup>(2)</sup>            | 02/28/2005   | J <sup>(2)</sup>               | 29,226  | 02/28/2005   | 02/28/2005  | Common Stock (CMS) | 29,226                     |
| Phantom Stock Units (Salary)               | \$ 10.53   | 02/28/2005 <sup>(3)</sup>            | 02/28/2005   | J <sup>(3)</sup>               | 3,741   | 02/28/2005   | 02/28/2005  | Common Stock (CMS) | 3,741                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                                |
|--|---------------|-----------|---------|--------------------------------|
|  | Director      | 10% Owner | Officer | Other                          |
| RUSSELL JOHN G<br>CMS ENERGY CORPORATION<br>ONE ENERGY PLAZA<br>JACKSON, MI 49201-2276 |               |           |         | Pres/CEO, Sub-Consumers Energy |

## Signatures

/s/ MDVanHemert, Attorney  
in Fact 03/01/2005  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Total includes 71,750 shares of Restricted Stock of CMS, of which 45,000 shares are nominal. (The actual number of nominal shares received will be determined by the passage of time and achievement of performance objectives under CMS' Performance Incentive Stock Plan.)
- (1) These units were held pursuant to the Salaried Employees Merit Program, and were acquired at a price of \$8.80 per share on March 24, 2004, upon the mandatory deferral of the Reporting Person's 2003 annual bonus award. Pursuant to the Program, such units have been settled in cash at a per unit value of \$10.53, the market price of the Common Stock of the Corporation on January 31, 2005.
- (3)

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These units were held pursuant to the Salaried Employees Merit Program of CMS Energy Corporation and were acquired on various dates in 2003 at prices ranging from \$4.41 to \$8.52 per share. Pursuant to the Plan, such units have been settled in cash at a per unit value of \$10.53, the market price of the Common Stock of the Corporation on January 31, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.