

Duke Power CO LLC  
 Form 4  
 April 04, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**MOGG JIM W**

(Last) (First) (Middle)  
 526 SOUTH CHURCH STREET  
 (Street)

CHARLOTTE, NC 282021802  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Duke Power CO LLC [DUK]**

3. Date of Earliest Transaction (Month/Day/Year)  
 03/31/2006

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)  
 Group VP, Chief Devel Officer

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)	Price		
Common Stock	04/03/2006 <sup>(1)</sup>		D	29,175	D \$ 0 0	D	
Common Stock	04/03/2006 <sup>(1)</sup>		D	6,255	D \$ 0 0	I	By Trustee under Retirement Savings Plan
Common Stock	04/03/2006 <sup>(1)</sup>		D	35,781	D \$ 0 0	I	By Trustee, Dividend Reinvestment Plan

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

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(9-02)

**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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
LTIP Phantom Stock 2001 Grant	(2)	04/03/2006(1)		D			2,243	(3)	(4)	Common Stock	
LTIP Phantom Stock 2004 Grant	(2)	04/03/2006(1)		D			15,792	(5)	(4)	Common Stock	
LTIP Phantom Stock Grant Feb 2005	(2)	04/03/2006(1)		D			18,968	(6)	(4)	Common Stock	
LTIP Phantom Stock Grant May 2005	(2)	04/03/2006(1)		D			35,000	(7)	(4)	Common Stock	
Performance Shares	(2)	04/03/2006(1)		D			24,000	(8)	(4)	Common Stock	
Phantom Stock	(2)	04/03/2006(1)		D			3,486	(9)	(4)	Common Stock	
Phantom Stock II	(2)	03/31/2006		A			3,307	(10)	(4)	Common Stock	
Phantom Stock II	(2)	04/03/2006(1)		D			7,729	(10)	(4)	Common Stock	
Stock Option (Right to Buy)	\$ 22.08	04/03/2006(1)		D			11,488	(11)	01/22/2007	Common Stock	
	\$ 27.63	04/03/2006(1)		D			30,600	(12)	02/17/2008		



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- On April 3, 2006, Duke Energy Corporation, now known as Duke Power Company, LLC (Issuer), merged into a wholly-owned subsidiary of Duke Energy Holding Corp., now known as Duke Energy Corporation (Successor). In connection with the merger, each share of Issuer's common stock was converted into the right to receive one share of Successor's common stock.
- (1) Converts to Common Stock on a 1-for-1 basis.
  - (2) The phantom stock vests in 4 equal annual installments beginning on December 19, 2002.
  - (3) Expiration date not applicable.
  - (4) The phantom stock vests in 5 equal annual installments beginning on February 24, 2005.
  - (5) The phantom stock vests in 5 equal annual installments beginning on February 28, 2006.
  - (6) The phantom stock vests on June 1, 2006 provided employment not earlier terminated; or generally upon earlier termination of employment due to death or disability or change in control.
  - (7) The award vests upon the seventh anniversary of the transaction date but may vest earlier upon achievement of certain increases in total shareholder return.
  - (8) Paid in cash upon termination of employment or occurrence of other events as specified in the Executive Savings Plan I.
  - (9) Paid in cash upon the termination of employment or occurrence of other events as specified in the Executive Savings Plan II, subject to holding periods required by law.
  - (10) The option vests in 3 equal annual installments beginning on January 22, 1998.
  - (11) The option vests in 4 equal annual installments beginning on February 17, 1999.
  - (12) The option vests in 4 equal annual installments beginning on February 17, 2000.
  - (13) The option vests in 4 equal annual installments beginning on December 20, 2000.
  - (14) The option vests in 3 equal installments beginning on May 26, 2001.
  - (15) The option vests in 4 equal annual installments beginning on December 20, 2001.
  - (16) The option vests in 4 equal annual installments beginning on December 19, 2002.
  - (17) The option vests in 4 equal annual installments beginning on February 25, 2004.
  - (18)

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.