

CONSTELLATION ENERGY GROUP INC  
Form SC 13D/A  
October 28, 2010

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 8)

Constellation Energy Group, Inc.  
(Name of Issuer)

Common Stock, No Par Value  
(Title of Class of Securities)

210371100  
(CUSIP Number)

Jean-Pierre Benqué  
EDF Inc. (formerly known as EDF Development Inc.)  
5404 Wisconsin Avenue, Suite 400  
Chevy Chase, MD 20815  
(240) 744-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

October 26, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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1. Names of Reporting Persons.  
Électricité de France S.A.
2. Check the Appropriate Box if a Member of (a)   
a Group (see instructions) (b)
3. SEC USE ONLY
4. Source of Funds (see instructions)  
OO  
Check if Disclosure of Legal Proceedings Is
5. Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
France
  7. Sole Voting Power  
0
- Number of Shares Beneficially Owned by Each Reporting Person with
  8. Shared Voting Power  
16,964,095
  9. Sole Dispositive Power  
0
  10. Shared Dispositive Power  
16,964,095
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
16,964,095 shares of Common Stock  
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see
12. instructions)
13. Percent of Class Represented by Amount in Row (11)  
8.40%
14. Type of Reporting Person (see instructions)  
CO

1. Names of Reporting Persons  
E.D.F. International S.A.
2. Check the Appropriate Box if a Member of (a)   
a Group (see instructions) (b)
3. SEC USE ONLY
4. Source of Funds (see instructions)  
WC  
Check if Disclosure of Legal Proceedings Is
5. Required Pursuant to Items 2(d) or 2(e)

|              |  |                          |
|--------------|--|--------------------------|
|              | Citizenship or Place of Organization                         |                          |
| 6.           | France   |                          |
|              | 7.   | Sole Voting Power        |
| Number of    |  | 0                        |
| Shares       | 8.   | Shared Voting Power      |
| Beneficially |  | 16,964,095               |
| Owned by     | 9.   | Sole Dispositive Power   |
| Each         |  | 0                        |
| Reporting    | 10.  | Shared Dispositive Power |
| Person with  |  | 16,964,095               |
| 11.          | Aggregate Amount Beneficially Owned by Each Reporting Person |                          |
|              | 16,964,095 shares of Common Stock                            |                          |
|              | Check if the Aggregate Amount in Row                         |                          |
|              | (11) Excludes Certain Shares (see                            |                          |
| 12.          | instructions)  | o                        |
| 13.          | Percent of Class Represented by Amount in Row (11)           |                          |
|              | 8.40%  |                          |
|              | Type of Reporting Person (see instructions)                  |                          |
| 14.          | CO   |                          |

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1. Names of Reporting Persons  
EDF Inc. (formerly known as EDF Development Inc.)
  2. Check the Appropriate Box if a Member of a Group (see instructions) (a)   
(b)
  3. SEC USE ONLY
  4. Source of Funds (see instructions)  
AF
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |  |  |
|---|-----|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person with | 7.  |  | Sole Voting Power<br>0                 |
|   | 8.  |  | Shared Voting Power<br>16,964,095      |
|   | 9.  |  | Sole Dispositive Power<br>0            |
|   | 10. |  | Shared Dispositive Power<br>16,964,095 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
16,964,095 shares of Common Stock
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)
  13. Percent of Class Represented by Amount in Row (11)  
8.40%
  14. Type of Reporting Person (see instructions)  
CO
-

Item 1. Security and Issuer.

The class of equity securities to which this Amendment No. 8 to Schedule 13D relates is the common stock, without par value (the “Common Stock”), of Constellation Energy Group, Inc., a Maryland corporation (the “Issuer” or “Constellation”). The address of the principal executive offices of the Issuer is 750 E. Pratt Street, Baltimore, Maryland 21202.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby amended as follows:

Item 2. Identity and Background.

Paragraph (a) of Item 2 is hereby amended and restated in its entirety as follows:

(a) This Schedule 13D is being filed by the following persons (each a “Reporting Person” and collectively, the “Reporting Persons”): (i) Électricité de France S.A. (“EDF”); (ii) E.D.F. International S.A. (“EDFI”); and (iii) EDF Inc. (formerly known as EDF Development Inc.) (“EDFD”). The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is attached as Exhibit 99.9 hereto.

Item 4. Purpose of Transaction.

On October 27, 2010, EDF announced that it has agreed with Constellation pursuant to the Master Agreement (the “Master Agreement”) between them, dated as of October 26, 2010, and attached as Exhibit 99.11, to revise a number of its agreements with Constellation and its subsidiaries, including by (i) providing for the sale by Constellation New Nuclear, LLC, a Delaware limited liability company (“CNN”) to EDFD of all of the equity interests held by CNN in UniStar Nuclear Energy, LLC, a Delaware limited liability company (“UNE”), and the transfer to UNE of certain intellectual property owned by Constellation or its subsidiaries that is associated with UNE; (ii) terminating the Master Put Option and Membership Interest Purchase Agreement by and among Constellation, EDFD, EDFI and Constellation Energy Nuclear Group, LLC, a Maryland limited liability company (“CENG”), dated as of December 17, 2008 (as amended on September 16, 2009, September 21, 2009, October 30, 2009 and November 6, 2009); (iii) transferring to Constellation 3,500,000 shares of Constellation Common Stock owned by EDFD; (iv) terminating the Amended and Restated Investor Agreement by and between EDFI and Constellation, dated December 17, 2008, thereby relinquishing EDFI’s right to appoint a director to the Board of Directors of Constellation and eliminating the standstill and other provisions therein; (v) terminating the Stock Purchase Agreement by and between EDFD, EDFI and CEG dated December 17, 2008; (vi) providing for the resignation of Mr. Samuel Minzberg from the Board of Directors of Constellation; (vii) entering into a Registration Rights Agreement, providing EDFD and its affiliates with registration rights; (viii) amending certain power purchase agreements between Constellation and CENG; and (ix) amending the Second Amended and Restated CENG Operating Agreement by and between Constellation Nuclear, LLC, Constellation, CE Nuclear, LLC, EDFD, and EDFI, dated November 6, 2009 to modify the first offer rights contained therein. The closing of the transactions contemplated by the Master Agreement is currently scheduled for Wednesday, November 3, 2010.

Item 7. Material to be Filed as Exhibits.

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|      |   |
|------|---|
| 99.9 | Joint Filing Agreement, dated as of November 10, 2009, by and among Électricité de France S.A., E.D.F. International S.A., EDF Development Inc. |
|------|---|

99.10 Press Release, dated as of October 27, 2010.

99.11 Master Agreement, dated as of October 26, 2010, by and between EDF and Constellation.

99.12 Exhibit A to the Master Agreement: form of Registration Rights Agreement between Constellation and EDFD.

99.13 Exhibit B to the Master Agreement: Summary of Principal Terms and Conditions for Amendments to Master Confirmations for Physically Settled Power Transactions; Confirmation for Physically Settled Power Post-2014; Conforming Changes to the CENG Operating Agreement.

99.14 Exhibit C to the Master Agreement: terms of the Support Services Agreement (as such term is defined in the Master Agreement).

99.15 Exhibit D to the Master Agreement: form of Amendment No. 3 to the Second Amended and Restated CENG Operating Agreement by and between Constellation Nuclear, LLC, CE Nuclear, LLC, and EDFD, dated November 6, 2009.

99.16 Exhibit E to the Master Agreement: form of Purchase and Sale Agreement (“Purchase and Sale Agreement”) among UNE, CNN, EDFD, EDFI, Constellation Energy Nuclear Group, LLC (“CENG”) and Constellation.

99.17 Exhibit F to the Master Agreement: form of Termination Agreement among EDFD, EDFI and Constellation.

99.18 Exhibit A to the Purchase and Sale Agreement: trademarks owned by Constellation associated with UNE.

99.19 Exhibit B to the Purchase and Sale Agreement: form of Amendment No. 1 to that certain Administrative Services Agreement for Allocated Services, dated as of August 25, 2010, by and between Constellation and UNE.

99.20 Exhibit C to the Purchase and Sale Agreement: form of Amendment No. 1 to that certain Administrative Service Agreement for Direct Charged Services, dated as of August 25, 2010, by and between Constellation and UNE.

99.21 Exhibit D to the Purchase and Sale Agreement: form of Amendment No. 1 to that certain Administrative Services Agreement, dated as of September 17, 2010, by and between CENG and UNE

99.22 Exhibit H to the Purchase and Sale Agreement: form of Intellectual Property Assignment by Constellation in favor of UNE or EDFD.

99.23 Exhibit J to the Purchase and Sale Agreement: form of Amendment No. 1 to that certain Secondment and Assignment Agreement, dated as of January 21, 2008, by and between CENG and UNE.

99.24 Exhibit L to the Purchase and Sale Agreement: form of Assignment and Assumption Agreement between CNN and EDFD.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth herein is true, complete and correct.

Dated: October 27, 2010

ÉLECTRICITÉ DE FRANCE S.A.

/s/ Alain Tchernonog

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Name: Alain Tchernonog  
Title: GENERAL SECRETARY

E.D.F. INTERNATIONAL S.A.

/s/ Guillaume de Forceville

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Name: Guillaume de Forceville  
Title: DEPUTY GENERAL  
MANAGER

EDF INC.

/s/ Jean-Pierre Benqué

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Name: Jean-Pierre Benqué  
Title: PRESIDENT