

CONSTELLATION ENERGY GROUP INC  
Form 8-K  
May 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 27, 2011**

Commission  
File  
Number

1-12869

Exact name of registrant as specified in its charter

**CONSTELLATION ENERGY  
GROUP, INC.**

IRS Employer  
Identification  
No.

52-1964611

**MARYLAND**

(State of Incorporation of registrant)

**100 CONSTELLATION WAY, BALTIMORE, MARYLAND**  
(Address of principal executive office)

**21202**  
(Zip Code)

**410-470-2800**

(Registrant's telephone number, including area code)

**NOT APPLICABLE**

(Former name, former address

and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 27, 2011, Constellation Energy held its annual meeting of shareholders. At that meeting, the following matters were voted upon:

1. Election of directors nominated by Constellation Energy to serve for a term to expire in 2012 and until their successors are duly elected and qualified:

|                           | Common Shares |            |         | Broker Non-Votes |
|---------------------------|---------------|------------|---------|------------------|
|                           | For           | Against    | Abstain |                  |
| Yves C. de Balmann        | 142,476,340   | 15,276,645 | 492,519 | 14,851,357       |
| Ann C. Berzin             | 155,814,426   | 2,014,680  | 416,373 | 14,851,357       |
| James T. Brady            | 152,971,095   | 4,844,627  | 430,454 | 14,851,357       |
| James R. Curtiss          | 154,986,704   | 2,815,970  | 442,829 | 14,851,357       |
| Freeman A. Hrabowski, III | 121,328,137   | 36,555,444 | 362,594 | 14,851,357       |
| Nancy Lampton             | 151,304,231   | 6,534,257  | 407,014 | 14,851,357       |
| Robert J. Lawless         | 123,625,843   | 34,215,811 | 404,498 | 14,851,357       |
| Mayo A. Shattuck III      | 148,759,213   | 8,987,747  | 498,543 | 14,851,357       |
| John L. Skolds            | 155,569,703   | 2,197,156  | 478,620 | 14,851,357       |
| Michael D. Sullivan       | 154,338,946   | 3,466,171  | 441,058 | 14,851,357       |

2. Ratification of PricewaterhouseCoopers LLP as independent registered public accounting firm for 2011:

|             | Common Shares |         |  |
|-------------|---------------|---------|--|
| For         | Against       | Abstain |  |
| 170,112,534 | 2,672,810     | 312,188 |  |

3. Non-binding advisory vote on the compensation of Constellation Energy's named executive officers as disclosed in the proxy statement for the 2011 annual meeting of shareholders:

|  | Common Shares |            |           | Broker Non-Votes |
|--|---------------|------------|-----------|------------------|
|  | For           | Against    | Abstain   |                  |
|  | 60,195,202    | 95,846,288 | 2,204,685 | 14,851,357       |

4. Non-binding advisory vote on the frequency of the advisory vote on the compensation of Constellation Energy's named executive officers:

|        | Common Shares |         |         |  |
|--------|---------------|---------|---------|--|
| 1 Year | 2 Years       | 3 Years | Abstain |  |
|        |               |         |         |  |

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**Broker Non-  
Votes**

|             |           |            |           |            |
|-------------|-----------|------------|-----------|------------|
| 141,979,194 | 1,528,532 | 12,100,904 | 2,637,546 | 14,851,357 |
|-------------|-----------|------------|-----------|------------|

In light of the result of the frequency vote, and consistent with the recommendation of Constellation Energy's board of directors set forth in the proxy statement for the 2011 annual meeting of shareholders, Constellation Energy will hold the advisory vote on the compensation of its named executive officers every year.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CONSTELLATION ENERGY GROUP, INC.  
(Registrant)

Date: May 27, 2011

/s/ Charles A. Berardesco  
Charles A. Berardesco  
Senior Vice President and General Counsel