

ENERGY EAST CORP

Form 4

September 17, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VON SCHACK WESLEY W

(Last) (First) (Middle)

ENERGY EAST
CORPORATION, 217
COMMERCIAL STREET

(Street)

PORTLAND, ME 04101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENERGY EAST CORP [EAS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2008

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)
Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/16/2008		S	Amount 772,464.2302 (4) (9)	(A) or (D) D \$ 28.5 0	D	
Common Stock	09/16/2008		M	200,000	A \$ 26.7188 200,000	D	
Common Stock	09/16/2008		D	200,000	D \$ 28.5 (10) 0	D	
Common Stock	09/16/2008		M	270,000	A \$ 23.89 270,000	D	
Common Stock	09/16/2008		D	270,000	D \$ 28.5 (10) 0	D	

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Common Stock	09/16/2008	M	135,645	A	\$ 26.22	135,645	D	
Common Stock	09/16/2008	D	135,645	D	<u>\$ 28.5</u> (10)	0	D	
Common Stock	09/16/2008	M	75,000	A	\$ 24.83	75,000	D	
Common Stock	09/16/2008	D	75,000	D	<u>\$ 28.5</u> (10)	0	D	
Common Stock	09/16/2008	M	75,000	A	\$ 24.76	75,000	D	
Common Stock	09/16/2008	D	75,000	D	<u>\$ 28.5</u> (10)	0	D	
Common Stock	09/16/2008	S	12,306,343 ⁽⁸⁾ <u>(9)</u>	D	\$ 28.5	0	I	By 401(k) Plan

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 of Underlying Shares
Employee Stock Option (right to buy) / SAR ⁽¹⁾	\$ 26.7188	09/16/2008		M		200,000 ₍₁₀₎		02/19/1999 ⁽²⁾	02/19/2009	Common Stock	200,000
Employee Stock Option (right to buy) / SAR ⁽¹⁾	\$ 23.89	09/16/2008		M		270,000 ₍₁₀₎		02/12/2004 ⁽³⁾	02/12/2014	Common Stock	270,000

Employee
Stock
option
(right to
buy) /
SAR ⁽¹⁾

\$ 26.22

09/16/2008

M

135,645
⁽¹⁰⁾04/01/2005⁽⁵⁾

04/01/2015

Common
Stock

135

Employee
Stock
Option
(right to
buy) /
SAR ⁽¹⁾

\$ 24.83

09/16/2008

M

75,000
⁽¹⁰⁾02/17/2006⁽⁶⁾

02/17/2016

Common
Stock

75

Employee
Stock
Option
(right to
buy) /
SAR ⁽¹⁾

\$ 24.76

09/16/2008

M

75,000
⁽¹⁰⁾02/07/2007⁽⁷⁾

02/07/2017

Common
Stock

75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VON SCHACK WESLEY W ENERGY EAST CORPORATION 217 COMMERCIAL STREET PORTLAND, ME 04101	X		Chairman, President & CEO	

Signatures

Wesley W. von
Schack 09/17/2008

 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).

- The Stock Appreciation Right (SAR) was issued in tandem with an Employee Stock Option (right to buy). The exercise of a SAR will result in the corresponding cancellation of the Employee Stock Option (right to buy) to the extent of the number of shares of the
- (1) Company's Common Stock as to which SARs are exercised. The exercise of the Employee Stock Option (right to buy) will result in the corresponding cancellation of a SAR to the extent of the number of shares of the Company's Common Stock as to which the Employee Stock Option (right to buy) is exercised.

- The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 19, 1999; (b) in aggregate as to no more than 66 2/3% on January 1, 2000; and (c) on January 1, 2001 as to 100% of all options which have not been previously exercised.

- The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 12, 2004; (b) in aggregate as to no more than 66 2/3% on January 1, 2005; and (c) on January 1, 2006 as to 100% of all options which have not been previously exercised.

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- (4) Includes equity securities acquired with reinvested dividends that are exempt from reporting under Rule 16a-11.

The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on April 1, 2005; (b) in aggregate as to no more than 66 2/3% on January 1, 2006; and (c) on January 1, 2007 as to 100% of all options which have not been previously exercised.

(5) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 17, 2006; (b) in aggregate as to no more than 66 2/3% on January 1, 2007; and (c) on January 1, 2008 as to 100% of all options which have not been previously exercised.

(6) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 7, 2007; (b) in aggregate as to no more than 66 2/3% on January 1, 2008; and (c) on January 1, 2009 as to 100% of all options which have not been previously exercised.

(7) Includes equity securities acquired with participant contributions, Company matching fund contributions, and reinvested dividends pursuant to the common stock fund of the Company's 401(k) Plan which are exempt from reporting.

(8) All of the equity securities (common stock and unvested restricted stock) in the Company previously reported by me as beneficially owned or as not beneficially owned have automatically been sold at \$28.50 per share resulting from the sale of the Company.

(9) All of the stock options and tandem SARs in the Company previously reported by me as beneficially owned have automatically been exercised at \$28.50 per option resulting from the sale of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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