

MCLAIN F MICHAEL
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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCLAIN F MICHAEL

(Last) (First) (Middle)

ENERGY EAST MANAGEMENT
CORPORATION, 217
COMMERCIAL STREET, 5TH
FLOOR

(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
____X____ Officer (give title _____ Other (specify
below) below)
SVP & Chief Dev. & Integration

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/16/2008		S		1,343.298 ⁽¹⁾ <u>(8)</u>	D	\$ 28.5 0	I	By 401(k) Plan
Common Stock	09/16/2008		S		58,090.0349 <u>(3)</u> <u>(8)</u>	D	\$ 28.5 0	D	
Common Stock	09/16/2008		M		6,667	A	\$ 23.89	6,667	D
Common Stock	09/16/2008		D		6,667	D	\$ 28.5 ⁽⁹⁾	0	D

Edgar Filing: MCLAIN F MICHAEL - Form 4

Common Stock	09/16/2008	M	11,962	A	\$ 26.22	11,962	D	
Common Stock	09/16/2008	D	11,962	D	\$ 28.5 (9)	0	D	
Common Stock	09/16/2008	M	11,000	A	\$ 24.83	11,000	D	
Common Stock	09/16/2008	D	11,000	D	\$ 28.5 (9)	0	D	
Common Stock	09/16/2008	M	15,000	A	\$ 24.76	15,000	D	
Common Stock	09/16/2008	D	15,000	D	\$ 28.5 (9)	0	D	
Common Stock	09/16/2008	S	2.802 ⁽¹⁾ ⁽⁸⁾	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 or Number of Shares
Employee Stock Option (right to buy) / SAR ⁽²⁾	\$ 23.89	09/16/2008		M		6,667		02/12/2004 ⁽⁴⁾	02/12/2014	Common Stock	6,667
Employee Stock Option (right to buy) /SAR	\$ 26.22	09/16/2008		M		11,962		04/01/2005 ⁽⁵⁾	04/01/2015	Common Stock	11,962

(2)

Employee
Stock

Option (right to buy) / SAR (2)	\$ 24.83	09/16/2008	M	11,000	02/17/2006 ⁽⁶⁾	02/17/2016	Common Stock	11,0
--	----------	------------	---	--------	---------------------------	------------	-----------------	------

Employee
Stock

Option (right to buy) / SAR (2)	\$ 24.76	09/16/2008	M	15,000	02/07/2007 ⁽⁷⁾	02/07/2017	Common Stock	15,0
--	----------	------------	---	--------	---------------------------	------------	-----------------	------

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
----------	-----------	---------	-------

MCLAIN F MICHAEL
ENERGY EAST MANAGEMENT
CORPORATION
217 COMMERCIAL STREET, 5TH FLOOR
PORTLAND, ME 04101

SVP & Chief Dev. & Integration

Signatures

F. Michael
McClain

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).

- (1) 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.

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

- (2) 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.

- (3) Includes equity securities acquired with reinvested dividends which are exempt from reporting.

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.

- (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 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.

Edgar Filing: MCLAIN F MICHAEL - Form 4

- 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)

- (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.

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.