

CONSTELLATION ENERGY GROUP INC  
Form SC 13D/A  
February 09, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

CONSTELLATION ENERGY GROUP, INC.

-----  
(Name of Issuer)

Common Stock, without par value

-----  
(Title of Class of Securities)

210371100

-----  
(CUSIP Number)

MidAmerican Energy Holdings Company

-----  
Attn: Douglas L. Anderson  
1111 South 103 Street  
7th Floor  
Omaha, NE 68124-1000  
(402) 231-1642

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

Copies to:  
Peter J. Hanlon  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099  
(212) 728-8000

February 6, 2009

-----  
(Date of Event which Requires  
Filing of this Schedule)

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 ss.ss. 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 Rule 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.

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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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

-----  
 CUSIP No. 210371100  
 -----

1 NAME OF REPORTING PERSON  
 MIDAMERICAN ENERGY HOLDINGS COMPANY  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [X]  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS\*  
 AF (See Item 3)  
 -----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(e) [ ]  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Iowa  
 -----

7 SOLE VOTING POWER  
 0 (See Item 5)  
 -----

8 SHARED VOTING POWER  
 14,831,107 (See Item 5)  
 -----

9 SOLE DISPOSITIVE POWER  
 0 (See Item 5)  
 -----

10 SHARED DISPOSITIVE POWER  
 14,831,107 (See Item 5)  
 -----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON  
 14,831,107 (See Item 5)  
 -----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES [ ]  
 -----

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-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 7.45% (See Item 5)  
 -----  
 14 TYPE OF REPORTING PERSON  
 CO  
 -----

SCHEDULE 13D

-----  
 CUSIP No. 210371100  
 -----

-----  
 1 NAME OF REPORTING PERSON  
 MEHC INVESTMENT, INC.  
 -----

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [X]  
 -----

-----  
 3 SEC USE ONLY  
 -----

-----  
 4 SOURCE OF FUNDS\*  
 AF (See Item 3)  
 -----

-----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(e) [ ]  
 -----

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 South Dakota  
 -----

-----  
 7 SOLE VOTING POWER  
 0 (See Item 5)  
 -----

-----  
 8 SHARED VOTING POWER  
 14,831,107 (See Item 5)  
 -----

-----  
 9 SOLE DISPOSITIVE POWER  
 0 (See Item 5)  
 -----

-----  
 10 SHARED DISPOSITIVE POWER  
 14,831,107 (See Item 5)  
 -----

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON  
 -----

NUMBER OF SHARES  
 BENEFICIALLY OWNED  
 BY EACH REPORTING  
 PERSON WITH

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14,831,107 (See Item 5)

-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES [ ]  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 7.45% (See Item 5)  
 -----  
 14 TYPE OF REPORTING PERSON  
 CO  
 -----

SCHEDULE 13D

-----  
 CUSIP No. 210371100  
 -----

-----  
 1 NAME OF REPORTING PERSON  
 BERKSHIRE HATHAWAY INC.  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [X]  
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS\*  
 AF (See Item 3)  
 -----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(e) [ ]  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----  
 7 SOLE VOTING POWER  
 0 (See Item 5)  
 -----  
 8 SHARED VOTING POWER  
 14,831,107 (See Item 5)  
 -----  
 9 SOLE DISPOSITIVE POWER  
 0 (See Item 5)  
 -----  
 10 SHARED DISPOSITIVE POWER  
 -----

NUMBER OF SHARES  
 BENEFICIALLY OWNED  
 BY EACH REPORTING  
 PERSON WITH

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14,831,107 (See Item 5)

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

14,831,107 (See Item 5)

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.45% (See Item 5)

-----

14 TYPE OF REPORTING PERSON

HC,CO

-----

SCHEDULE 13D

-----

CUSIP No. 210371100

-----

1 NAME OF REPORTING PERSON

WARREN E. BUFFETT

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*

AF (See Item 3)

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

-----

7 SOLE VOTING POWER

0 (See Item 5)

-----

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

14,831,107 (See Item 5)

-----

9 SOLE DISPOSITIVE POWER

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|    |   |
|----|---|
|    | 0 (See Item 5)  |
| 10 | SHARED DISPOSITIVE POWER  |
|    | 14,831,107 (See Item 5)   |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON                        |
|    | 14,831,107 (See Item 5)   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                        |
|    | 7.45% (See Item 5)  |
| 14 | TYPE OF REPORTING PERSON  |
|    | IN  |

This statement amends and supplements the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the U.S. Securities and Exchange Commission (the "SEC") on December 29, 2008, as amended by Amendment No. 1 thereto previously filed with the SEC on January 22, 2009 (the "Schedule 13D"), relating to the shares of common stock, without par value (the "Common Stock"), of Constellation Energy Group, Inc., a Maryland corporation (the "Issuer"), with principal executive offices at 100 Constellation Way, Baltimore, Maryland 21202, and constitutes Amendment No. 2 to the Schedule 13D. Capitalized terms used herein without definition shall have the meanings assigned to such terms in the Schedule 13D. Except as expressly set forth herein, there have been no changes to the information set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Items 5(a) through 5(c) of the Schedule 13D are hereby amended and restated in their entirety as set forth below:

(a) As of February 9, 2009, MEHC and MEHC Investment each beneficially owns an aggregate of 14,831,107 shares of Common Stock held directly by MEHC Investment, constituting approximately 7.45% of the outstanding shares of Common Stock.

Mr. Buffett may be deemed to control Berkshire, which controls MEHC. Berkshire owns 88.2% of the voting common stock of MEHC. Thus, Berkshire and Mr. Buffett may also be considered to beneficially own the shares of Common Stock held by MEHC Investment.

None of the Reporting Persons nor to the knowledge of the Reporting Persons, any other person named in Annex A of the Schedule 13D, owns any shares of the Issuer other than as set forth herein.

(b) Each of the Reporting Persons may be deemed to have shared voting power

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and shared dispositive power with respect to 14,831,107 shares of Common Stock.

(c) Annex B hereto sets forth certain information with respect to transactions in the Common Stock by any of the Reporting Persons since the filing of Amendment No. 1. All such transactions were sales effected in the open market.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby supplemented by adding thereto the following:

The 14% Senior Notes issued by the Issuer to MEHC Investment on December 17, 2008 in the aggregate principal amount of \$1 billion were repaid in full by the Issuer to MEHC Investment on January 12, 2009.

Item 7. Material to be filed as Exhibits.

Item 7 of the Schedule 13D is hereby supplemented by adding the following at the end thereof:

| Exhibit<br>----- | Description<br>-----                      |
|------------------|---|
| 99.10            | Power of Attorney, dated February 6, 2009 |

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2009

MidAmerican Energy Holdings Company

By: /s/ Douglas L. Anderson

-----  
Name: Douglas L. Anderson  
Title: Attorney-in-Fact

MEHC Investment, Inc.

By: /s/ Douglas L. Anderson

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-----  
 Name: Douglas L. Anderson  
 Title: Attorney-in-Fact

Berkshire Hathaway Inc.

By: /s/ Douglas L. Anderson

-----  
 Name: Douglas L. Anderson  
 Title: Attorney-in-Fact

Warren E. Buffett

By: /s/ Douglas L. Anderson

-----  
 Name: Douglas L. Anderson  
 Title: Attorney-in-Fact

Annex B

(Transactions by the Reporting Persons in Common Stock  
 since January 22, 2009)

| Reporting Person | Date    | Shares  | Price Per Share |
|------------------|---------|---------|-----------------|
| MEHC Investment  | 1/23/09 | 91,300  | \$26.61         |
| MEHC Investment  | 1/26/09 | 304,000 | \$26.99         |
| MEHC Investment  | 1/27/09 | 124,500 | \$26.83         |
| MEHC Investment  | 1/28/09 | 250,000 | \$27.08         |
| MEHC Investment  | 1/29/09 | 315,200 | \$27.29         |
| MEHC Investment  | 1/30/09 | 63,276  | \$26.67         |
| MEHC Investment  | 2/2/09  | 57,438  | \$26.62         |
| MEHC Investment  | 2/3/09  | 28,800  | \$26.58         |
| MEHC Investment  | 2/4/09  | 30,798  | \$26.56         |
| MEHC Investment  | 2/5/09  | 479,600 | \$26.99         |
| MEHC Investment  | 2/6/09  | 548,603 | \$27.14         |



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|                 |        |        |         |
|-----------------|--------|--------|---------|
| MEHC Investment | 2/9/09 | 98,700 | \$26.72 |
|-----------------|--------|--------|---------|

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