

Duke Energy CORP  
Form S-8 POS  
August 03, 2010

As filed with the Securities and Exchange Commission on August 3, 2010

Registration No. 333-132933

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
DUKE ENERGY CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)**

**20-2777218  
(I.R.S. Employer  
Identification No.)**

**526 South Church Street  
Charlotte, North Carolina 28202  
(704) 594-6200**

**(Address, Including Zip Code, and Telephone Number, Including Area  
Code, of Registrant's Principal Executive Offices)**

**Duke Energy Corporation 1998 Long-Term Incentive Plan  
Duke Power Company Stock Incentive Plan  
Duke Energy Retirement Savings Plan  
Duke Energy Corporation Directors' Savings Plan  
Duke Energy Corporation Executive Savings Plan  
Westcoast Energy Long Term Incentive Share Option Plan, 1989  
Panhandle Eastern Corporation 1994 Long Term Incentive Plan  
Cinergy Corp. 1996 Long-Term Incentive Compensation Plan  
Cinergy Corp. Stock Option Plan  
Cinergy Corp. Retirement Plan for Directors  
Cinergy Corp. Directors' Deferred Compensation Plan  
Cinergy Corp. Directors' Equity Compensation Plan  
Cinergy Corp. Union Employees' Savings Incentive Plan  
Cinergy Corp. Union Employees' 401(k) Plan  
Cinergy Corp. Non-Union Employees' 401(k) Plan  
Cinergy Corp. 401(k) Excess Plan  
(Full Title of the Plans)  
Robert T. Lucas III  
Duke Energy Corporation  
526 South Church Street  
Charlotte, North Carolina 28202  
(704) 594-6200**

**(Name, Address and Telephone Number of Agent for Service)**



EXPLANATORY NOTE

Duke Energy Corporation, a Delaware corporation (the Registrant), registered, pursuant to a Registration Statement on Form S-8 filed on April 3, 2006 (No. 333-132933) (the Registration Statement), the offer and sale of 9,997,573 shares of the Registrant's Common Stock, par value of \$0.001 per share (the Common Stock), issuable under the Duke Energy Corporation 1998 Long-Term Incentive Plan (the 1998 Plan) and 1,649,741 shares issuable under the Cinergy Corp. 1996 Long-Term Incentive Compensation Plan (the 1996 Plan). The Registrant's Board of Directors has adopted, and its stockholders have approved, the 2010 Long-Term Incentive Plan (the 2010 Plan). The number of shares of Common Stock available for issuance under the 2010 Plan is 75,000,000 shares (inclusive of the above-described shares previously registered with respect to the 1998 Plan and the 1996 Plan). The 2010 Plan replaced the 2006 Plan (as defined in the Explanatory Note to Post-Effective Amendment No. 1 to the Registration Statement), with respect to awards to be issued in the future, as of the date that the Registrant's stockholders approved the 2010 Plan. No future awards will be made under the 2006 Plan.

In accordance with the principles set forth in Interpretation 212.26 under Securities Act Rules, of the Compliance and Disclosure Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission and Instruction E of the General Instructions to Form S-8, the Registrant filed Post-Effective Amendment No. 1 to the Registration Statement on March 2, 2007, to remove 11,647,314 shares of Common Stock registered for issuance under the 1998 Plan and the 1996 Plan from registration under this Registration Statement, and now files Post-Effective Amendment No. 2 thereto to remove from the Registration Statement the remaining 14,217,179 shares registered for issuance under the 1998 Plan, as to which no awards were made under such plan. Such remaining registered shares were described in the Explanatory Note to Post-Effective Amendment No. 1.

The shares of Common Stock that are hereby removed from registration will be carried over to and continue to be registered under a Registration Statement on Form S-8 (the New Registration Statement) that will be filed contemporaneously with the filing of this Post-Effective Amendment No. 2. The New Registration Statement will register the offer and sale of a total of 75,000,000 shares of Common Stock issuable under the 2010 Plan.

**Item 8. Exhibits**

**Exhibit**

**Number**

**Description of Document**

24.1 Power of Attorney of certain officers and directors of Duke Energy Corporation

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Duke Energy Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on August 3, 2010.

DUKE ENERGY CORPORATION  
(Registrant)

By: James E. Rogers\*  
Name: James E. Rogers  
Title: Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

(i) Principal executive officer:

James E. Rogers\*  
Director and Chairman, President and Chief Executive Officer

(ii) Principal financial officer:

Lynn J. Good\*  
Group Executive and Chief Financial Officer

(iii) Principal accounting officer:

Steven K. Young\*  
Senior Vice President and Controller

(iv) All of the Directors:

William Barnet III\*  
G. Alex Bernhardt, Sr.\*  
Michael G. Browning\*  
Daniel R. DiMicco\*  
John H. Forsgren\*  
Ann Maynard Gray\*  
James H. Hance, Jr.\*  
E. James Reinsch\*  
James T. Rhodes\*  
James E. Rogers\*  
Philip R. Sharp\*  
Date: August 3, 2010

\* The undersigned, by signing his name hereto, does hereby sign this document on behalf of each of the above named persons

indicated above  
by asterisks,  
pursuant to a  
power of  
attorney duly  
executed by  
such persons,  
filed with the  
Securities and  
Exchange  
Commission as  
an exhibit  
hereto.

By: /s/ Robert T. Lucas III  
Attorney-in-Fact

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Document</b>
24.1	Power of Attorney of certain officers and directors of Duke Energy Corporation 3