

CMS ENERGY CORP
Form 4
March 01, 2005

FORM 4

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

OMB APPROVAL

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

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELWARD THOMAS W

(Last) (First) (Middle)

CMS ENERGY CORPORATION, ONE ENERGY PLAZA

(Street)

JACKSON, MI 49201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CMS ENERGY CORP [CMS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

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)
Pres/COO-CMS Enterprises Co

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock (CMS) | | | | | 62,500 ⁽¹⁾ | D | |
| Common Stock (CMS) | | | | | 6,977 | I | 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Bonus PSU | \$ 10.53 | 02/28/2005 ⁽²⁾ | 02/28/2005 | J ⁽²⁾ | 30,312 | 02/28/2005 | 02/28/2005 | Common Stock (CMS) | 30,312 |
| Phantom Stock Units (Salary) | \$ 10.53 | 02/28/2005 ⁽³⁾ | 02/28/2005 | J ⁽³⁾ | 2,413 | 02/28/2005 | 02/28/2005 | Common Stock (CMS) | 2,413 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| ELWARD THOMAS W CMS ENERGY CORPORATION ONE ENERGY PLAZA JACKSON, MI 49201 | | | | Pres/COO-CMS Enterprises Co |

Signatures

/s/MDVanHemert, Attny in Fact
03/01/2005
**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).
- Total consists of 62,500 shares of Restricted Stock of which 35,000 shares are nominal. (The actual number of nominal shares received
- (1) will be determined by the passage of time and the achievement of performance objectives under CMS Energy Corporation's Performance Incentive Stock Plan.)
 - (2) These units were held pursuant to the Salaried Employees Merit Program, and were acquired at a price of \$8.80 per share on March 24, 2004, upon the mandatory deferral of the Reporting Person's 2003 annual bonus award. Pursuant to the Program, such units have been settled in cash at a per unit value of \$10.53, the market price of the Common Stock of the Corporation on January 31, 2005.
 - (3)

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These units were held pursuant to the Salaried Employees Merit Program of CMS Energy Corporation and were acquired on various dates in 2003 at prices ranging from \$4.41 to \$8.52 per share. Pursuant to the Plan, such units have been settled in cash at a per unit value of \$10.53, the market price of the Common Stock of the Corporation on January 31, 2005.

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.