

GOOD LYNN J
Form 4
January 10, 2007

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 *
GOOD LYNN J

2. Issuer Name and Ticker or Trading Symbol
Duke Energy CORP [DUK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

526 S. CHURCH STREET

01/08/2007

Sr. Vice President & Treasurer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28202

(City) (State) (Zip)

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 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 | | |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|--------|--------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | | | | | | |
| Stock Option (Right to buy) | \$ 21.946 | 01/08/2007 | 01/08/2007 | D ⁽¹⁾ | | 4,555 | (2)(3) | 07/22/2013 | Common Stock | 4,555 |
| Stock Option (Right to buy) | \$ 12.5 | 01/08/2007 | 01/08/2007 | A ⁽¹⁾ | 4,555 | | (2)(3) | 07/22/2013 | Common Stock | 4,555 |
| Stock Option (Right to buy) | \$ 24.837 | 01/08/2007 | 01/08/2007 | D ⁽¹⁾ | | 14,664 | (4) | 01/01/2014 | Common Stock | 14,664 |
| Stock Option (Right to buy) | \$ 14.15 | 01/08/2007 | 01/08/2007 | A ⁽¹⁾ | 14,664 | | (4) | 01/01/2014 | Common Stock | 14,664 |
| Stock Option (Right to buy) | \$ 26.788 | 01/08/2007 | 01/08/2007 | D ⁽¹⁾ | | 15,132 | (4) | 01/01/2015 | Common Stock | 15,132 |
| Stock Option (Right to buy) | \$ 15.26 | 01/08/2007 | 01/08/2007 | A ⁽¹⁾ | 15,132 | | (4) | 01/01/2015 | Common Stock | 15,132 |
| Stock Option (Right to buy) | \$ 26.907 | 01/08/2007 | 01/08/2007 | D ⁽¹⁾ | | 3,588 | 12/14/2008 | 12/14/2015 | Common Stock | 3,588 |
| Stock Option (Right to buy) | \$ 15.33 | 01/08/2007 | 01/08/2007 | A ⁽¹⁾ | 3,588 | | 12/14/2008 | 12/14/2015 | Common Stock | 3,588 |
| Stock Option (Right to buy) | \$ 27.208 | 01/08/2007 | 01/08/2007 | D ⁽¹⁾ | | 24,336 | 01/01/2009 | 01/01/2016 | Common Stock | 24,336 |
| Stock Option (Right to buy) | \$ 15.5 | 01/08/2007 | 01/08/2007 | A ⁽¹⁾ | 24,336 | | 01/01/2009 | 01/01/2016 | Common Stock | 24,336 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOOD LYNN J 526 S. CHURCH STREET CHARLOTTE, NC 28202 | | | Sr. Vice President & Treasurer | |

Signatures

By: David S. Maltz,
attorney-in-fact

01/10/2007

 **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) On January 2, 2007, Duke Energy Corporation ('Issuer') spun off its natural gas businesses to form the stand-alone company Spectra Energy Corp. As a result, equitable adjustments were made to Duke Energy's outstanding stock option awards.
 - (2) The reporting person was granted 20,500 stock options on July 22, 2003. All options were to become exercisable July 22, 2006. Due to the merger between Duke Energy and Cinergy on April 3, 2006, all unexercisable options became exercisable.
- On April 3, 2006, Cinergy Corp. ('Issuer') merged into a wholly-owned subsidiary of Duke Energy Holding Corp. (now known as Duke Energy Corporation) ('Duke Energy'). In connection with the merger, each share of Issuer's common stock was converted into the right to receive 1.56 shares of Duke Energy's common stock and each stock option of Issuer was converted by multiplying the number of Issuer shares previously covered by the option by 1.56 and dividing the prior exercise price of the option by 1.56.
- (3) receive 1.56 shares of Duke Energy's common stock and each stock option of Issuer was converted by multiplying the number of Issuer shares previously covered by the option by 1.56 and dividing the prior exercise price of the option by 1.56.
 - (4) All options became exercisable in connection with the April 3, 2006 merger between Duke Energy and Cinergy.

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.