

Duke Power CO LLC  
 Form 4  
 April 05, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FOWLER FRED J**

(Last) (First) (Middle)

526 SOUTH CHURCH STREET

(Street)

CHARLOTTE, NC 282021802

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Duke Power CO LLC [DUK]**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/03/2006**

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)  
**President and COO**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/03/2006 <sup>(1)</sup>		D		112,968	D	\$ 0 0
Common Stock	04/03/2006 <sup>(1)</sup>		D		33,921	D	\$ 0 0
Common Stock	04/03/2006 <sup>(1)</sup>		D		26,618	D	\$ 0 0

By Trustee under Retirement Savings Plan  
 By Trustee, Executive Savings Plan II

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
LTIP Phantom Stock 2001 Grant	<u>(2)</u>	04/03/2006 <sup>(1)</sup>		D	3,555	<u>(3)</u>	<u>(4)</u>	Common Stock
LTIP Phantom Stock 2004 Grant	<u>(2)</u>	04/03/2006 <sup>(1)</sup>		D	33,816	<u>(5)</u>	<u>(4)</u>	Common Stock
LTIP Phantom Stock Grant Feb 2005	<u>(2)</u>	04/03/2006 <sup>(1)</sup>		D	36,384	<u>(6)</u>	<u>(4)</u>	Common Stock
Performance Shares	<u>(2)</u>	04/03/2006 <sup>(1)</sup>		D	40,000	<u>(7)</u>	<u>(4)</u>	Common Stock
Phantom Stock	<u>(2)</u>	04/03/2006 <sup>(1)</sup>		D	54,788	<u>(8)</u>	<u>(4)</u>	Common Stock
Phantom Stock (Performance Vested)	<u>(2)</u>	04/03/2006 <sup>(1)</sup>		D	1,562	08/08/1988 <sup>(8)</sup>	<u>(4)</u>	Common Stock
Phantom Stock II	<u>(2)</u>	04/03/2006 <sup>(1)</sup>		D	3,497	<u>(9)</u>	<u>(4)</u>	Common Stock
Stock Option (Right to Buy)	\$ 22.08	04/03/2006 <sup>(1)</sup>		D	20,888	<u>(10)</u>	01/22/2007	Common Stock
Stock Option (Right to Buy)	\$ 29.47	04/03/2006 <sup>(1)</sup>		D	400,000	<u>(11)</u>	04/16/2008	Common Stock



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Paid in cash upon the termination of employment or occurrence of other events as specified in the Executive Savings Plan II, subject to holding periods required by law.

- (10) The option vests in 3 equal annual installments beginning on January 22, 1998.
- (11) The option vests in 5 equal annual installments beginning on April 16, 1999.
- (12) The option vests in 4 equal annual installments beginning on December 20, 2000.
- (13) The option vests in 4 equal annual installments beginning on December 20, 2001.
- (14) The option vests in 4 equal annual installments beginning on December 19, 2002.
- (15) The option vests in 4 equal annual installments beginning on February 25, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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