

LAURITO JAMES P
Form 4
January 04, 2005

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 *
LAURITO JAMES P

(Last) (First) (Middle)

ROCHESTER GAS AND ELECTRIC CORPORATION, 89 EAST AVENUE

(Street)

ROCHESTER, NY 14649

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2005

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)
President-Subsidiary

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 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)
Common Stock	01/01/2005	01/03/2005	F	(A) or (D) Code V Amount Price 1,226 \$ (9) 26.68	10,792.2449 (1) (9)	D	
Common Stock					1,063.603 (2)	I	By 401(k) Plan
Common Stock					389.1514 (2)	I	By 401(k) Plan

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

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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
Phantom Shares	(3)					(3)	(3)	Common Stock	609.794
Phantom Shares	(7)					(7)	(7)	Common Stock	571.132
Employee Stock Option (right to buy) / SAR (5)	\$ 19.1					02/12/2003(6)	02/12/2013	Common Stock	6,667
Employee Stock Option (right to buy) / SAR (5)	\$ 23.89					02/12/2004(8)	02/12/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAURITO JAMES P ROCHESTER GAS AND ELECTRIC CORPORATION 89 EAST AVENUE ROCHESTER, NY 14649			President-Subsidiary	

Signatures

James P. Laurito

01/04/2005

**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).

- (1) Includes equity securities acquired with reinvested dividends which are exempt from reporting under Rule 16a-11.
- (2) Includes equity securities acquired with participant contributions, Company matching fund contributions, and reinvested dividends pursuant to the common stock fund of the Company's 401(k) Plan which are exempt from reporting.
- (3) 1 for 1. The phantom shares are held in an employee deferred compensation plan (CNG Deferred Compensation Plan). All payments pursuant to this plan shall be paid in cash and shall commence upon retirement or other termination of employment.
- (4) Includes dividend phantom stock acquired pursuant to the dividend reinvestment feature included in the employee deferred compensation plan.

The Stock Appreciation Right (SAR) was issued in tandem with an Employee Stock Option (right to buy). The exercise of a SAR will result in the corresponding cancellation of the Employee Stock Option (right to buy) to the extent of the number of shares of the
- (5) Company's Common Stock as to which SARs are exercised. The exercise of the Employee Stock Option (right to buy) will result in the corresponding cancellation of a SAR to the extent of the number of shares of the Company's Common Stock as to which the Employee Stock Option (right to buy) is exercised.

- The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more
- (6) than 33 1/3% on February 12, 2003; (b) in aggregate as to no more than 66 2/3% on January 1, 2004; and (c) on January 1, 2005 as to 100% of all options which have not been previously exercised.

- (7) 1 for 1. The phantom shares are held in an employee deferred compensation plan (RGE 401k Restoration Plan Plan). All payments pursuant to this plan shall be paid in cash and shall commence upon retirement or other termination of employment.

- The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more
- (8) than 33 1/3% on February 12, 2004; (b) in aggregate as to no more than 66 2/3% on January 1, 2005; and (c) on January 1, 2006 as to 100% of all options which have not been previously exercised.

- (9) The amount of equity securities previously reported by me as beneficially owned has been reduced by the withholding of 1,226 restricted shares by the Company to satisfy my tax withholding obligation regarding the vesting of restricted stock.

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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