

ENERGY EAST CORP  
Form 5  
January 28, 2003

**FORM 5**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Form 3 Holdings Reported  
 Form 4 Transactions Reported

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>McClain, F. Michael</b> (Last) (First) (Middle) <b>32 Edes Road</b>  (Street) <b>Cumberland, ME 04021</b>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Energy East Corporation (EAS)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Vice President, Energy East Management Corporation, an affiliate company of Energy East Corporation</b>		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>December 31, 2002</b>			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
5. If Amendment, Date of Original (Month/Year)								

**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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							190.1329 <sup>(5)</sup>	D	
Common Stock							474.7040 <sup>(1)</sup>	D	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number	6. Date Exercisable and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of	10. Owner-	11. Nat of Indir
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Security (Instr. 3)	Exercise Price of Derivative Security	Action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action Code (Instr. 8)	of Derivative Security Acquired (A) or Disposed of (D)  (Instr. 3, 4 & 5)	Date (Month/Day/ Year)		Securities (Instr. 3 & 4)		Security (Instr. 5)	Derivative Securities Beneficially Owned at End of Year (Instr. 4)	Ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Benefic- ial Owners (Instr. 4)	
						(A)	(D)	Date Exer-cisable	Expira- tion Date					Title
Employee Stock Option (right to buy) / SAR <sup>(2)</sup>	18.5500						<sup>(4)</sup>	2/1/11	Common Stock	60000.000		60000.000	D	
Employee Stock Option (right to buy) / SAR <sup>(2)</sup>	19.6200						<sup>(3)</sup>	2/8/12	Common Stock	60000.000		60000.000		
NEON Communications, Inc., EE Stock Option (right to buy) <sup>(6)</sup>	12.0000						<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	16241.000		16241.000	D	
NEON Communications, Inc., EE Stock Option (right to buy) <sup>(6)</sup>	15.2500						<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	18682.000		18682.000	D	
NEON Communications, Inc., EE Stock Option (right to buy) <sup>(6)</sup>	46.0000						<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	18811.000		18811.000	D	
NEON Communications, Inc., EE Stock Option (right to buy) <sup>(6)</sup>	4.7500						<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	21335.000		21335.000	D	

Explanation of Responses:

(1) 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.

(2) 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 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.

(3) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 8, 2002; (b) in aggregate as to no more than 66 2/3% on January 1, 2003; and (c) on January 1, 2004 as to 100% of all options which have not been previously exercised.

(4) The option is exercisable in three installments regarding the original number of options granted as follows: (a) in aggregate as to no more than 33 1/3% on February 1, 2001; (b) in aggregate as to no more than 66 2/3% on January 1, 2002; and (c) on January 1, 2003 as to 100% of all options which have not been previously exercised.

(5) Includes equity securities acquired with reinvested dividends which are exempt from reporting under Rule 16a-11.

(6) The common stock and stock options of NEON Communications, Inc. have no value to the beneficially owner as a result of bankruptcy proceedings regarding NEON Communications, Inc. The beneficial owner received no monetary consideration regarding the common stock and stock options of NEON Communications, Inc. NEON Communications, Inc. was a subsidiary corporation of Energy East Corporation.

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By: /s/ F. Michael McClain

1/26/03

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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