

CONSUMERS ENERGY CO  
Form 8-K  
September 03, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported) September 3, 2010**

<b><u>Commission File Number</u></b>	<b><u>Registrant; State of Incorporation; Address; and Telephone Number</u></b>	<b><u>IRS Employer Identification No.</u></b>
<b>1-9513</b>	<b>CMS ENERGY CORPORATION (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550</b>	<b>38-2726431</b>
<b>1-5611</b>	<b>CONSUMERS ENERGY COMPANY (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550</b>	<b>38-0442310</b>

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

CMS Energy Corporation's (CMS Energy) management will be meeting with investors on Friday, September 3, 2010. A copy of the CMS Energy presentation is furnished as Exhibit 99.1 to this report.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1 CMS Energy presentation dated September 3, 2010.

This Form 8-K contains forward-looking statements as defined in Rule 3b-6 of the Securities Exchange Act of 1934, as amended, Rule 175 of the Securities Act of 1933, as amended, and relevant legal decisions. The forward-looking statements are subject to risks and uncertainties. They should be read in conjunction with FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections of CMS Energy Corporation's (CMS Energy) Form 10-K and Consumers Energy Company's (Consumers Energy) Form 10-K each for the Year Ended December 31, 2009 and as updated in CMS Energy's and Consumers Energy's Forms 10-Q for the Quarters Ended March 31, 2010 and June 30, 2010. CMS Energy's and Consumers Energy's FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections are incorporated herein by reference and discuss important factors that could cause CMS Energy's and Consumers Energy's results to differ materially from those anticipated in such statements.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**CMS ENERGY CORPORATION**

Dated: September 3, 2010

By: /s/ Thomas J. Webb  
Thomas J. Webb  
Executive Vice President and  
Chief Financial Officer

**CONSUMERS ENERGY  
COMPANY**

Dated: September 3, 2010

By: /s/ Thomas J. Webb  
Thomas J. Webb  
Executive Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description of Document**

99.1 CMS Energy presentation dated September 3, 2010.

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**EXHIBIT INDEX**

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase dated September 14, 2004.*
(a)(1)(ii)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(1)(iii)	Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated September 14, 2004.*
(a)(1)(v)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated September 14, 2004.*
(a)(1)(vi)	Letter to Shareholders dated September 14, 2004.*
(a)(1)(vii)	Notice to Employees Eligible to Participate in The Progressive Retirement Security Program dated September 14, 2004.*
(a)(1)(viii)	Notice to Holders of Vested Stock Options dated September 14, 2004.*
(a)(1)(ix)	Fidelity Letter to Participants in The Progressive Retirement Security Program dated September 16, 2004.
(a)(1)(x)	Trustee Direction Form.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)	Form of summary advertisement dated September 14, 2004.*
(a)(5)(ii)	Press Release dated September 13, 2004.*
(a)(5)(iii)	Communication to Employees dated September 13, 2004.*
(b)	None.
(d)(1)	The Progressive Corporation 2004 Gainsharing Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(F) therein).
(d)(2)	2004 Progressive Capital Management Bonus Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(H) therein).
(d)(3)	The Progressive Corporation 2004 Executive Bonus Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(J) therein).

Exhibit Number	Description
(d)(4)	The Progressive Corporation 2004 Information Technology Incentive Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(K) therein).
(d)(5)	The Progressive Corporation 1989 Incentive Plan (amended and restated as of April 24, 1992, as further amended on July 1, 1992 and February 5, 1993). *
(d)(6)	Form of Non-Qualified Stock Option Agreement under The Progressive Corporation 1989 Incentive Plan (single award), incorporated by reference to the Company's Annual Report on Form 10-K (filed with SEC on March 29, 2001; Exhibit 10(R) therein).
(d)(7)	Form of Non-Qualified Stock Option Agreement under The Progressive Corporation 1989 Incentive Plan (multiple awards), incorporated by reference to the Company's Annual Report on Form 10-K (filed with SEC on March 29, 2001; Exhibit 10(S) therein).
(d)(8)	The Progressive Corporation 1995 Incentive Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with SEC on March 30, 2000; Exhibit 10(P) therein).
(d)(9)	Form of Non-Qualified Stock Option Agreement under The Progressive Corporation 1995 Incentive Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with SEC on March 14, 2003; Exhibit 10(M) therein).
(d)(10)	Form of Objective-Based (now known as Performance-Based) Non-Qualified Stock Option Agreement under The Progressive Corporation 1995 Incentive Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with SEC on March 29, 2001; Exhibit 10(T) therein).
(d)(11)	The Progressive Corporation 2003 Incentive Plan, incorporated by reference to the Company's Registration Statement on Form S-8 No. 333-104646 (filed with SEC on April 21, 2003; Exhibit 4(a) therein).
(d)(12)	Form of The Progressive Corporation 2003 Incentive Plan Restricted Stock Award Agreement (Time-Based Award), incorporated by reference to the Company's Registration Statement on Form S-8 No. 333-104646 (filed with SEC on April 21, 2003; Exhibit 4(b) therein).
(d)(13)	Form of The Progressive Corporation 2003 Incentive Plan Restricted Stock Award Agreement (Performance-Based Award), incorporated by reference to the Company's Registration Statement on Form S-8 No. 333-104646 (filed with SEC on April 21, 2003; Exhibit 4(c) therein).
(d)(14)	The Progressive Corporation 2003 Directors Equity Incentive Plan, incorporated by reference to the Company's Registration Statement on Form S-8 No. 333-104653 (filed with SEC on April 21, 2003; Exhibit 4(a) therein).
(d)(15)	Amendment No. 1 to The Progressive Corporation 2003 Directors Equity Incentive Plan incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(V) therein).
(d)(16)	Form of The Progressive Corporation 2003 Directors Equity Incentive Plan Restricted Stock Award Agreement, incorporated by reference to the Company's Registration Statement on Form S-8 No. 333-104653 (filed with SEC on April 21, 2003; Exhibit 4(b) therein).
(d)(17)	The Progressive Corporation Executive Deferred Compensation Plan (2003 Amendment and Restatement), incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on May 12, 2003; Exhibit 10(A) therein).

Exhibit Number	Description
(d)(18)	First Amendment to The Progressive Corporation Executive Deferred Compensation Plan (2003 Amendment and Restatement), incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(Y) therein).
(d)(19)	Second Amendment to The Progressive Corporation Executive Deferred Compensation Plan (2003 Amendment and Restatement), incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(Z) therein).
(d)(20)	The Progressive Corporation Executive Deferred Compensation Plan Deferral Agreement, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(AA) therein).
(d)(21)	The Progressive Corporation Executive Deferred Compensation Plan Performance-Based Restricted Stock Deferral Agreement (for 2003), incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on May 12, 2003; Exhibit (10(B) therein).
(d)(22)	The Progressive Corporation Executive Deferred Compensation Plan Performance-Based Restricted Stock Deferral Agreement, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(AC) therein).
(d)(23)	The Progressive Corporation Executive Deferred Compensation Plan Time-Based Restricted Stock Deferral Agreement, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on May 12, 2003; Exhibit 10(C) therein).
(d)(24)	The Progressive Corporation Executive Deferred Compensation Plan Time-Based Restricted Stock Deferral Agreement, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(AE) therein).
(d)(25)	The Progressive Corporation Executive Deferred Compensation Trust (November 8, 2002 Amendment and Restatement). *
(d)(26)	First Amendment to Trust Agreement between Fidelity Management Trust Company and the Company.*
(d)(27)	The Progressive Corporation Directors Deferral Plan (Amendment and Restatement), as further amended on October 25, 1996, incorporated by reference to the Company's Annual Report on Form 10-K (filed with SEC on March 29, 2001; Exhibit 10(I) therein).
(d)(28)	The Progressive Corporation Directors Restricted Stock Deferral Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(AH) therein).
(d)(29)	The Progressive Corporation Directors Restricted Stock Deferral Plan Deferral Agreement, incorporated by reference to the Company's Annual Report on Form 10-K (filed with the SEC on March 4, 2004; Exhibit 10(AI) therein).
(d)(30)	The Progressive Corporation 1990 Directors' Stock Option Plan (Amended and Restated as of April 24, 1992 and as further amended on July 1, 1992), incorporated by reference to the Company's Annual Report on Form 10-K (filed with SEC on March 14, 2003; Exhibit 10(T) therein).
(d)(31)	The Progressive Corporation 1998 Directors' Stock Option Plan, incorporated by reference to the Company's Annual Report on Form 10-K (filed with SEC on March 14, 2003; Exhibit 10(U) therein).
(d)(32)	The Progressive Corporation Executive Separation Allowance Plan, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(I) therein).

Exhibit Number	Description
(d)(33)	Agreement dated May 16, 2001 between The Progressive Corporation and Glenn Renwick, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on August 13, 2001; Exhibit 10(A) therein).
(d)(34)	Employment Agreement dated August 24, 2001 between The Progressive Corporation and W. Thomas Forrester, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(A) therein).
(d)(35)	Amendment to Employment Agreement between The Progressive Corporation and W. Thomas Forrester, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on August 14, 2003; Exhibit 10(A) therein).
(d)(36)	Employment Agreement dated August 24, 2001 between The Progressive Corporation and Brian J. Passell, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(B) therein).
(d)(37)	Amendment to Employment Agreement between The Progressive Corporation and Brian J. Passell, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on August 14, 2003; Exhibit 10(B) therein).
(d)(38)	Employment Agreement dated August 24, 2001 between The Progressive Corporation and Charles E. Jarrett, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(C) therein).
(d)(39)	Amendment to Employment Agreement between The Progressive Corporation and Charles E. Jarrett, incorporated by reference to the Company's Quarterly Report on form 10-Q (filed with SEC on August 14, 2003; Exhibit 10(C) therein).
(d)(40)	Employment Agreement dated August 24, 2001 between The Progressive Corporation and Glenn M. Renwick, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(D) therein).
(d)(41)	Amendment to Employment Agreement between The Progressive Corporation and Glenn M. Renwick, incorporated by reference to the Company's Quarterly Report on form 10-Q (filed with SEC on August 14, 2003; Exhibit 10(D) therein).
(d)(42)	Employment Agreement dated August 24, 2001 between The Progressive Corporation and Richard H. Watts, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(E) therein).
(d)(43)	Amendment to Employment Agreement between The Progressive Corporation and Richard H. Watts, incorporated by reference to the Company's Quarterly Report on form 10-Q (filed with SEC on August 14, 2003, Exhibit 10(E) therein).
(d)(44)	Employment Agreement dated August 24, 2001 between The Progressive Corporation and Raymond M. Voelker, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(F) therein).
(d)(45)	Amendment to Employment Agreement between The Progressive Corporation and Raymond M. Voelker, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on August 14, 2003; Exhibit 10(F) therein).
(d)(46)	Employment Agreement dated August 24, 2001 between The Progressive Corporation and Robert T. Williams, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(G) therein).



Exhibit

- | Number  | Description   |
|---------|---|
| (d)(47) | Amendment to Employment Agreement between The Progressive Corporation and Robert T. Williams, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on August 14, 2003, Exhibit 10(G) therein).        |
| (d)(48) | Employment Agreement dated August 24, 2001 between The Progressive Corporation and Alan R. Bauer, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on November 5, 2001; Exhibit 10(H) therein).   |
| (d)(49) | Amendment to Employment Agreement between The Progressive Corporation and Alan R. Bauer, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on August 14, 2003; Exhibit 10(H) therein).             |
| (d)(50) | Employment Agreement dated April 21, 2003 between The Progressive Corporation and S. Patricia Griffith, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on May 12, 2003; Exhibit 10(I) therein). |
| (d)(51) | Employment Agreement dated April 21, 2003 between The Progressive Corporation and William M. Cody, incorporated by reference to the Company's Quarterly Report on Form 10-Q (filed with SEC on May 12, 2003; Exhibit 10(J) therein).      |
| (g)     | Not applicable.   |
| (h)     | Not applicable.   |
- \* Previously filed