

Duke Energy CORP
Form 8-K
June 16, 2008

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**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: June 16, 2008
(Date of earliest event reported): June 11, 2008
DUKE ENERGY CORPORATION
(Exact name of registrant as specified in its charter)**

Delaware
(State or other jurisdiction
of incorporation)

001-32853
(Commission
File Number)

20-2777218
(IRS Employer
Identification No.)

526 South Church Street, Charlotte, North Carolina 28202-1904

(Address of principal executive offices, including zip code)

(704) 594-6200

(Registrant's telephone number, including area code)

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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Exhibit 4.2

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Exhibit 99.1

Table of Contents**Item 8.01. Other Events.**

On June 11, 2008, Duke Energy Corporation (the Company) entered into an underwriting agreement, dated as of June 11, 2008, with Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co. and Lehman Brothers Inc., as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters \$250 million aggregate principal amount of the Company's 5.65% Senior Notes due 2013 (the 2013 Notes) and \$250 million aggregate principal amount of the Company's 6.25% Senior Notes due 2018 (the 2018 Notes, and together with the 2013 Notes, the Securities). The Securities were sold to the Underwriters at a discount to their principal amount. The Securities were issued pursuant to an Indenture, dated as of June 3, 2008 (the Original Indenture), as amended and supplemented by the First Supplemental Indenture, dated as of June 16, 2008, relating to the Securities (the Supplemental Indenture), between the Company and The Bank of New York Trust Company, N.A., as Trustee (the Trustee). The disclosure in this Item 8.01 is qualified in its entirety by the provisions of the Original Indenture, which is attached hereto as Exhibit 4.1, the Supplemental Indenture, which is attached hereto as Exhibit 4.2, and the Underwriting Agreement, which is attached hereto as Exhibit 99.1. Such exhibits are incorporated herein by reference.

Also in connection with the issuance and sale of the Securities, the Company is filing a legal opinion regarding the validity of the Securities as Exhibit 5.1 to this Form 8-K for the purpose of incorporating the opinion into the Company's Registration Statement No. 333-146483.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description |
|----------------|---|
| Exhibit 4.1 | Indenture, dated as of June 3, 2008, between the Company and The Bank of New York Trust Company, N.A., as Trustee |
| Exhibit 4.2 | First Supplemental Indenture, dated as of June 16, 2008, to the Indenture |
| Exhibit 5.1 | Opinion regarding validity of the Securities |
| Exhibit 23.1 | Consent (included as part of Exhibit 5.1) |
| Exhibit 99.1 | Underwriting Agreement, dated as of June 11, 2008, with Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co. and Lehman Brothers Inc., as representatives of the several underwriters named therein |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DUKE ENERGY CORPORATION

Date: June 16, 2008

By: /s/ Robert T. Lucas III, Esq.
Name: Robert T. Lucas III, Esq.
Title: Assistant Secretary

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