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CONSTELLATION ENERGY GROUP INC
Form SC 13D/A
June 01, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 4)*

CONSTELLATION ENERGY GROUP, INC.

(Name of Issuer)

Common Stock, without par value

(Title of Class of Securities)

210371100

(CUSIP Number)

MidAmerican Energy Holdings Company

Attn: Douglas L. Anderson
1111 South 103 Street
7th Floor
Omaha, NE 68124-1000
(402) 231-1642

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:
Peter J. Hanlon
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

June 1, 2009

(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

 CUSIP No. 210371100

| | | |
|--|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | MIDAMERICAN ENERGY HOLDINGS COMPANY | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* | |
| | AF (See Item 3) | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | [] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Iowa | |
| | 7 | SOLE VOTING POWER |
| | | 0 (See Item 5) |
| | 8 | SHARED VOTING POWER |
| | | 0 (See Item 5) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | 0 (See Item 5) |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 (See Item 5) |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON | |
| | 0 (See Item 5) | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | [] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |

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0% (See Item 5)

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 210371100

1 NAME OF REPORTING PERSON

MEHC INVESTMENT, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

South Dakota

7 SOLE VOTING POWER

0 (See Item 5)

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING

PERSON WITH

9 SOLE DISPOSITIVE POWER

0 (See Item 5)

10 SHARED DISPOSITIVE POWER

0 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

0 (See Item 5)

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES []

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0% (See Item 5)

 14 TYPE OF REPORTING PERSON
 CO

SCHEDULE 13D

 CUSIP No. 210371100

 1 NAME OF REPORTING PERSON
 BERKSHIRE HATHAWAY INC.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) [X]

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 AF (See Item 3)

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 7 SOLE VOTING POWER
 0 (See Item 5)

 8 SHARED VOTING POWER
 0 (See Item 5)

 9 SOLE DISPOSITIVE POWER
 0 (See Item 5)

 10 SHARED DISPOSITIVE POWER
 0 (See Item 5)

NUMBER OF SHARES
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON WITH

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
 0 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0% (See Item 5)

14 TYPE OF REPORTING PERSON
 HC, CO

SCHEDULE 13D

 CUSIP No. 210371100

1 NAME OF REPORTING PERSON
 WARREN E. BUFFETT

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States citizen

7 SOLE VOTING POWER
 0 (See Item 5)

8 SHARED VOTING POWER
 0 (See Item 5)

9 SOLE DISPOSITIVE POWER
 0 (See Item 5)

10 SHARED DISPOSITIVE POWER

NUMBER OF SHARES
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON WITH

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0 (See Item 5)

| | |
|----|--|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON |
| | 0 (See Item 5) |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 0% (See Item 5) |
| 14 | TYPE OF REPORTING PERSON |
| | HC, CO |

This statement amends and supplements the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the U.S. Securities and Exchange Commission (the "SEC") on December 29, 2008, as amended by Amendments Nos. 1, 2 and 3 thereto previously filed with the SEC on January 22, 2009, February 9, 2009 and May 14, 2009, respectively (the "Schedule 13D"), relating to the shares of common stock, without par value (the "Common Stock"), of Constellation Energy Group, Inc., a Maryland corporation (the "Issuer"), with principal executive offices at 100 Constellation Way, Baltimore, Maryland 21202, and constitutes Amendment No. 4 to the Schedule 13D. Capitalized terms used herein without definition shall have the meanings assigned to such terms in the Schedule 13D. Except as expressly set forth herein, there have been no changes to the information set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Items 5(a), 5(b), 5(c) and 5(e) of the Schedule 13D are hereby amended and restated in their entirety as set forth below:

(a) As of the close of business on June 1, 2009, none of MEHC, MEHC Investment, Berkshire or Mr. Buffett beneficially owns any shares of Common Stock.

Mr. Buffett may be deemed to control Berkshire, which controls MEHC. Berkshire owns 89.5% of the voting common stock of MEHC.

None of the Reporting Persons nor to the knowledge of the Reporting Persons, any other person named in Annex A of the Schedule 13D, owns any shares of the Issuer other than as set forth herein.

(b) As of the close of business on June 1, 2009, none of the Reporting Persons have sole or shared voting power or sole or shared dispositive power with respect to any shares of Common Stock.

(c) Annex B hereto sets forth certain information with respect to all transactions in the Common Stock effected since May 13, 2009 by any of the Reporting Persons. All such transactions were sales effected in the open market, except for the sale by MEHC Investment, Inc. of 10,972,438 shares of Common

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Stock to Barclays Capital Inc. on June 1, 2009 (the "Barclays Transaction") for a purchase price of \$27.25 per share. The Barclays Transaction was effected in a private transaction with a settlement date of June 4, 2009. The Barclays Transaction is not subject to any conditions and it is the understanding of the parties to such transaction that none of the Reporting Persons will vote any of the shares covered by such transaction at any time before such settlement date.

(e) The Reporting Persons each ceased to be the beneficial owner of more than five percent of the Common Stock on June 1, 2009.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See Item 5(c) above for a description of the Barclays Transaction.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: June 1, 2009

MidAmerican Energy Holdings Company

By: /s/ Douglas L. Anderson

Name: Douglas L. Anderson
Title: Attorney-in-Fact

MEHC Investment, Inc.

By: /s/ Douglas L. Anderson

Name: Douglas L. Anderson
Title: Attorney-in-Fact

Berkshire Hathaway Inc.

By: /s/ Douglas L. Anderson

Name: Douglas L. Anderson
Title: Attorney-in-Fact

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Warren E. Buffett

By: /s/ Douglas L. Anderson

Name: Douglas L. Anderson

Title: Attorney-in-Fact

Annex B

(Transactions by the Reporting Persons in Common Stock)

| Reporting Person | Date | Shares | Price Per Share |
|------------------|-----------|------------|-----------------|
| MEHC Investment | 5/19/2009 | 18,297 | \$26.08 |
| MEHC Investment | 5/20/2009 | 700 | \$26.03 |
| MEHC Investment | 5/26/2009 | 104,600 | \$26.10 |
| MEHC Investment | 5/27/2009 | 127,300 | \$26.20 |
| MEHC Investment | 5/28/2009 | 246,600 | \$26.34 |
| MEHC Investment | 5/29/2009 | 874,589 | \$27.02 |
| MEHC Investment | 6/1/2009 | 131,630 | \$27.53 |
| MEHC Investment | 6/1/2009 | 10,972,438 | \$27.25 |