

Edgar Filing: ORION POWER HOLDINGS INC - Form 4

ORION POWER HOLDINGS INC

Form 4

March 06, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Constellation Energy Group, Inc.

(Last)

(First)

(Middle)

250 W. Pratt Street

(Street)

Baltimore

MD

21201

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Orion Power Holdings, Inc. (ORN)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

February/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

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7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	(A) or (D)

Common Stock	2/19/02	J(1)		10,000,000	D	\$26.80
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Common Stock	2/19/02	J(1)		6,500,000	D	\$26.80
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* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

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FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Warrant (right to buy)	\$10.00	2/19/02	J(1)	705,900	4/24/00 4/24/10	Common Stock 705,900
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Explanation of Responses:

(1) Disposition of shares/warrant in merger in exchange for cash.

By: /s/ David A. Brune

2/28/02

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**Signature of Reporting Person
Vice President, General Counsel & Secretary

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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JOINT FILING
LISTING OF OTHER REPORTING PERSONS

REPORTING PERSONS	IRS NUMBER
Constellation Holdings, Inc.	52-1337857
Constellation Real Estate, Inc.	52-1237835

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