

CONNELLY THOMAS M JR
Form 4
February 03, 2006

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNELLY THOMAS M JR

2. Issuer Name **and** Ticker or Trading
Symbol
DUPONT E I DE NEMOURS & CO
[DD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
E-328/415
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President

WILMINGTON, DE 19898

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/01/2006		A	V Amount (A) or (D) Price 12,900 A \$ 39.31	49,843.7149 (1)	D	
Common Stock					1,344.8021	I	DuPont SIP Trust

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

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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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy) NQOs	\$ 39.31	02/01/2006		A ⁽²⁾		67,000		02/01/2007	01/31/2012	Common Stock	67,000
DuPont Common Stock Units	⁽³⁾	02/01/2006		A ⁽⁴⁾		3,059		⁽⁵⁾	⁽⁵⁾	Common Stock	3,059
Restricted DuPont Common Stock Units	⁽³⁾	02/01/2006		A		12,900		⁽⁶⁾	⁽⁶⁾	Common Stock	12,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNELLY THOMAS M JR E-328/415 WILMINGTON, DE 19898			Senior Vice President	

Signatures

Thomas M. Connelly, Jr. by Mary E. Bowler 02/03/2006

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

(1) Includes 30,314.7149 shares of restricted stock.

(2)

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Options become exercisable in three substantially equal annual installments beginning on the first anniversary of the grant; option shares may be used to satisfy withholding taxes.

- (3) Units convert one-for-one to DuPont common stock.
- (4) Stock units deferred under the DuPont Variable Compensation Plan.
- (5) Units to be settled in DuPont common stock upon reporting person's retirement.
- (6) Restricted stock units to be settled in DuPont common stock three years after grant if specific corporate goals are achieved.

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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