

DUPONT E I DE NEMOURS &amp; CO

Form 4

December 16, 2008

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DILLON JOHN T

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)  
1007 MARKET STREET, D-9000  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

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

WILMINGTON, DE 19898

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 12/12/2008                              |                                                             | A                                    | 40.8114                                                                 | A \$ 3,689.5714<br>(1) 26.61                                                                                       | D                                                                       |                                                                                |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| DuPont<br>Common<br>Stock<br>Units                  | <u>(2)</u>                                                            | 12/12/2008                              |                                                             | A <u>(3)</u>                            |                                                                                                           | 26.5976                                                        |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock | 26.5976                          |
| Restricted<br>DuPont<br>Common<br>Stock<br>Units    | <u>(5)</u>                                                            | 12/12/2008                              |                                                             | A <u>(6)</u>                            |                                                                                                           | 117.3017                                                       |     | <u>(7)</u>                                                          | <u>(8)</u>         | Common<br>Stock | 117.3017                         |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |         |       |
|-----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                       | Director      | 10% Owner | Officer | Other |
| DILLON JOHN T<br>1007 MARKET STREET<br>D-9000<br>WILMINGTON, DE 19898 | X             |           |         |       |

## Signatures

Mary E. Bowler by Power of Attorney  
12/16/2008

\_\_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 direct ownership, unvested RSUs and vested deferred stock units
- (2) Units convert one-for-one to DuPont common stock.
- (3) Dividend equivalents credited as stock units under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors.
- (4) Units to be settled 100% in DuPont common stock upon reporting person's retirement.
- (5) Market price on date of conversion.
- (6) Dividend equivalents credited as restricted stock units under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors.
- (7) Restricted stock units vest in three equal annual installments beginning on the first anniversary of the underlying grant.
- (8) Restricted stock units to be paid in DuPont common stock upon reporting person's retirement.

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(9) Price used to calculate dividend equivalents.

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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