

CMS ENERGY CORP  
 Form 4/A  
 November 04, 2004

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHIPPLE KENNETH**

(Last) (First) (Middle)

**CMS ENERGY CORPORATION, ONE ENERGY PLAZA**

(Street)

**JACKSON, MI 49201-2276**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CMS ENERGY CORP [CMS]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**09/07/2004**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**09/07/2004**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. 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 (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 Ownership (Instr. 4)
Common Stock (CMS)				(A) or (D)	28,104	I	By Family Trust

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

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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 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)	8. Price of Underlying Securities (Instr. 3 and 4)
Phantom Stock Units (Salary)	(1)					(1) (1)	Common Stock (CMS)	7,226
Phantom Stock Units (Salary)	(2)	09/07/2004		M(2)	7,894 (2)	(2) (2)	Common Stock (CMS)	7,894 \$ 9

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHIPPLE KENNETH CMS ENERGY CORPORATION ONE ENERGY PLAZA JACKSON, MI 49201-2276	X			

## Signatures

/s/MDVanHemert, Attny in Fact  
 11/04/2004  
 \*\*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) These phantom stock units were granted pursuant to a deferred salary provision in Mr. Whipple's employment agreement with CMS Energy Corporation. These units were deemed acquired effective as of September 1, 2004 at the then current market price of CMS Energy Corporation's Common Stock of \$9.60, and will be settled in cash on the second anniversary of that deemed acquisition date based on the price of the Common Stock at that time.
- (2) These phantom stock units (and related dividend equivalents) were granted on November 1, 2002, pursuant to a deferred salary provision in Mr. Whipple's employment agreement with CMS Energy Corporation, at the then-current market price of \$7.83, and have been settled in cash on the second anniversary of the deemed acquisition date at a current market price of \$9.28 per unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.