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CENTRAL HUDSON GAS & ELECTRIC CORP  
Form 8-K  
November 09, 2004

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 3, 2004

Central Hudson Gas & Electric Corporation  
(Exact name of registrant as specified in its charter)

|  |                          |  |
|--|--------------------------|--|
| NEW YORK   | 1-3268                   | 14-0555980                                 |
| -----  | -----                    | -----                                      |
| State or other<br>jurisdiction of<br>incorporation)                                  | (Commission File Number) | (IRS Employer<br>Identification<br>Number) |
| 284 South Avenue, Poughkeepsie, New York<br>(Address of principal executive offices) |                          | 12601-4879<br>(Zip Code)                   |

Registrant's telephone number, including area code: (845) 452-2000

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Reference is made to Registrant's Registration Statement, on Form S-3, as amended (Registration No. 333-116286) (the "Registration Statement"), for the registration under the Securities Act of 1933, as amended, of \$85,000,000 aggregate principal amount of Registrant's unsecured debt securities (the "Debt Securities") that Registrant may issue in one or more series from time to time under Registrant's Indenture, dated as of April 1, 1992 (the "Indenture"), to U.S. Bank Trust National Association (formerly known as First Trust of New York, National Association) (as successor Trustee to Morgan Guaranty Trust Company of New York), as Trustee. The Registration Statement became effective on October 22, 2004.

In connection with its medium-term note program, on October 28, 2004, Registrant created and established a series of the Debt Securities, in the

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aggregate principal amount of \$85,000,000, designated as its "Medium-Term Notes, Series E" (the "Notes") and entered into a Distribution Agreement, dated October 28, 2004, with certain investment banking firms (the "Agents") for the offer and sale of the Notes from time to time.

On November 3, 2004, Registrant issued and sold through certain of the Agents a tranche of the Notes in the aggregate principal amount of \$27,000,000 (the "Notes of the First Tranche"). The Notes of the First Tranche bear a fixed annual interest rate of 5.05%, mature on November 4, 2019 and are not redeemable prior to maturity.

On November 5, 2004, Registrant issued and sold through certain of the Agents a tranche of the Notes in the aggregate principal amount of \$7,000,000 (the "Notes of the Second Tranche"). The Notes of the Second Tranche bear a fixed annual interest rate of 4.80%, mature on November 5, 2014 and are not redeemable prior to maturity.

Pursuant to the undertaking made by Registrant with the Securities and Exchange Commission, Registrant has filed as an exhibit to this Current Report on Form 8-K an opinion of counsel, relating to the issuance and sale of the Notes of the First Tranche and the Notes of the Second Tranche.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

See Exhibit Index.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTRAL HUDSON GAS & ELECTRIC CORPORATION  
(Registrant)

By: /s/Donna S. Doyle

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DONNA S. DOYLE  
Vice President - Accounting and Controller

Dated: November 9, 2004

Exhibit Index

Exhibit No.  
Regulation S-K  
Item 601  
Designation

Exhibit Description

- (1) - Distribution Agreement, by and among Central Hudson Gas & Electric Corporation and various agents, dated October 28, 2004.
- (5)(1) - Opinion of counsel re legality.

(5) (2) - Opinion of counsel re legality.