GOODMANSON RICHARD R

Form 4

February 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

GOODMANSON RICHARD R			Symbol DUPONT E I DE NEMOURS & CO [DD]					Issuer (Check all applicable)			
(Last)	(Last) (First) (Middle) 7 MARKET STREET, D-9000			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2006				Director 10% Owner Officer (give title Other (specify below) Executive Vice President & COO			
WILMING	(Street) FTON, DE 1989	98		endment, Da nth/Day/Year	Č	1		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tab	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Ye:	ar) Execution	emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit r(A) or Dis (Instr. 3, 4	sposed	of (D)	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	18,100	A	\$ 39.31	64,795.7966 (1)	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	94,300	02/01/2007	01/31/2012	Common Stock	94,300
DuPont Common Stock Units	(3)	02/01/2006		A(4)	4,337	<u>(5)</u>	<u>(5)</u>	Common Stock	4,337
Restricted DuPont Common Stock Units	(3)	02/01/2006		A	19,000	<u>(6)</u>	<u>(6)</u>	Common Stock	19,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOODMANSON RICHARD R 1007 MARKET STREET D-9000 WILMINGTON, DE 19898

Executive Vice President & COO

Signatures

Richard R. Goodmanson 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 64,795.7966 shares of restricted stock.
- 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.

Reporting Owners 2

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- (4) Stock units deferred under the DuPont Variable Compensation Plan.
- (5) Units become payable 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. 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.