

PFEIFFER GARY M
Form 4
February 03, 2006

FORM 4

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

OMB APPROVAL

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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 *
PFEIFFER GARY M

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-8000

(Street)

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

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

WILMINGTON, DE 19898

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

(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 12,900	(A) or (D) \$ 39.31	55,391.1442 (1)	D
Common Stock					4,530.9119	I	DuPont SIP Trust

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

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(9-02)

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- (2) Options become exercisable in three 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. 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.