

Duke Energy CORP  
Form 8-K  
February 22, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **February 18, 2011**

**DUKE ENERGY CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**001-32853**  
(Commission  
  
File Number)

**20-2777218**  
(IRS Employer  
  
Identification No.)

**526 South Church Street, Charlotte, North Carolina 28202**

(Address of Principal Executive Offices, including Zip code)

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(704) 594-6200

(Registrant's telephone number, including area code)

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:

- 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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

In connection with certain awards that may be granted from time to time under the Duke Energy Corporation 2010 Long-Term Incentive Plan by Duke Energy Corporation (the Company), the Company is filing the Performance Award Agreement, the Phantom Stock Award Agreement, and the Performance Award Agreement attached as Exhibits 10.1, 10.2 and 10.3, respectively, and incorporated by reference into this Item 5.02 as though fully set forth herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

The following exhibits are filed herewith.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Form of Performance Award Agreement of Duke Energy Corporation.                                 |
| 10.2               | Form of Phantom Stock Award Agreement of Duke Energy Corporation.                               |
| 10.3               | Form of Performance Award Agreement by and between Duke Energy Corporation and James E. Rogers. |

**SIGNATURE**

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

**DUKE ENERGY CORPORATION**

Date: February 18, 2011

By: /s/ Marc E. Manly  
Name:

Marc E. Manly  
Group Executive, Chief Legal Officer and  
Corporate Secretary

**EXHIBIT INDEX**

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