

FANANDAKIS NICHOLAS C
 Form 4
 February 14, 2011

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 *
 FANANDAKIS NICHOLAS C

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-9000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/10/2011

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 02/10/2011 | | M ⁽¹⁾ | | 10,300 | A | \$ 62,943.8354 42.5 ₍₂₎ | D |
| Common Stock | 02/10/2011 | | S ⁽¹⁾ | | 10,300 | D | \$ 52,643.8354 54.1 ₍₂₎ | D |
| Common Stock | 02/10/2011 | | M ⁽¹⁾ | | 200 | A | \$ 52,843.8354 44.5 ₍₂₎ | D |
| Common Stock | 02/10/2011 | | S ⁽¹⁾ | | 200 | D | \$ 52,643.8354 54.1 ₍₂₎ | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (right to buy NQOs) | \$ 42.5 | 02/10/2011 | | M ⁽³⁾ | 10,300 | 02/06/2003 ⁽⁴⁾ 02/05/2012 | Common Stock | 10,300 |
| Stock Options (right to buy NQOs) | \$ 44.5 | 02/10/2011 | | M ⁽³⁾ | 200 | 01/08/2003 ⁽⁴⁾ 01/07/2012 | Common Stock | 200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FANANDAKIS NICHOLAS C 1007 MARKET STREET D-9000 WILMINGTON, DE 19898 | | | Executive Vice President & CFO | |

Signatures

Mary E. Bowler by Power of Attorney 02/14/2011

**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)

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The acquisitions and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2010.

- (2) Includes direct ownership, unvested RSUs and vested deferred stock units.
- (3) The dispositions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2010.
- (4) 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.

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.