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CH ENERC Form 4 August 22, 2	GY GROUP INC									
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549							COMMISSION	NOMB Number:	3235-0287	
Check the check				Expires:	January 31, 2005					
subject t Section	CHAN	NGES IN SECUI	Estimated a burden hou	average Irs per						
Form 4 Form 5 obligatio may cor <i>See</i> Inst 1(b).	Filed pur ons Section 17((a) of the P	ublic U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Sectio 940	response on	. 0.5	
(Print or Type	Responses)									
1. Name and A Groft W. R		2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			CH EN	IERGY G	ROUP II	NC [CHG]] (Check all applicable)			
(Last) (First) (Middle) 134 BOND STREET			3. Date of Earliest Transaction (Month/Day/Year) 08/21/2008				Director 10% Owner X Officer (give title Other (specify below) below) President & COO Griffith Energ			
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
WESTMIN	ISTER, MD 2115	1					Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution D any (Month/Day		Date, if	Code Disposed of (ar) (Instr. 8) (Instr. 3, 4 and		(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cla	iss of sec	urities bene	-	-	-			
							spond to the colle		SEC 1474	

Persons who respond to the collection of information contained in this form are not 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

1

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(Instr. 3) Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 				(Ins			
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	08/21/2008		А	13.608		(2)	(2)	Common Stock	13.608	\$4

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Groft W. Randolph 134 BOND STREET WESTMINSTER, MD 21157			President & COO Griffith Energ					
Signatures								
W. Randolph Groft Per Power of Attorney		08/22/2008						

<u>**</u>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) The price of the reported phantom stock units is set at the price of common stock of CH Energy Group, Inc. on a one-for-one basis.
- As provided in the the Company's Directors and Executives Deferred Compensation Plan, the phantom stock will be settled in cash on a(2) date following the termination of service of the reporting person or a date fixed at the election of the reporting person. The reporting person also may transfer some or all of the phantom stock into an alternative investment account at any time.

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.