**CMS ENERGY CORP** 

Form 4

January 28, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Rasmussen Ronn J			2. Issuer Name and Ticker or Trading Symbol CMS ENERGY CORP [CMS]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ONE ENERGY PLAZA			(Month/Day/Year) 01/26/2015	Director 10% Owner Officer (give title Other (specification)  VP of Principal Subsidiary			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
(Street)				Form filed by More than One Reporting			

#### JACKSON, MI 49201

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wolldin Day) Tear)	any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)		(A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(Ilisti: 3 and 4)		
Common Stock	01/26/2015		A	7,146 (1)	A	\$ 0	78,795	D (2)	
Common Stock	01/26/2015		F	5,805	D	\$ 37.46	72,990	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.

Person

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#### 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.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		Or Numbar		
						Exercisable	Date		Number		
				C-J- V	(A) (D)				of		
				Coue v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Rasmussen Ronn J ONE ENERGY PLAZA JACKSON, MI 49201

VP of Principal Subsidiary

## **Signatures**

Melissa M. Gleespen, 01/28/2015 Attny-in-Fact

\*\*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).
- Shares of Common Stock of CMS Energy Corporation ("CMS") acquired as a result of CMS exceeding certain performance criteria (1) established under the 2012 Restricted Stock Award granted to the reporting person in accordance with the provisions of the CMS Performance Incentive Stock Plan.
  - The total holdings reflect an adjustment of 1,222 additional shares of Common Stock of CMS Energy Corporation ("CMS") acquired as a result of dividend reinvestment pursuant to the reporting person's participation in the CMS Stock Purchase Plan, and an adjustment of 764
- (2) additional shares of Restricted Stock purchased on behalf of the reporting person as a result of an automatic acquisition of Restricted Stock in lieu of cash dividends pursuant to the terms of the award granted to the reporting person in accordance with the provisions of the CMS Performance Incentive Stock Plan.

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.

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