Groft W. Randolph Form 4 May 13, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

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OMB APPROVAL

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may continue.

See Instruction

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Groft W. Randolph			2. Issuer Name and Ticker or Trading Symbol CH ENERGY GROUP INC [CHG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
284 SOUTH AVENUE			(Month/Day/Year) 05/11/2011	Director 10% Owner X Officer (give title Other (specification) PRESIDENT AND COO			
	(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			
POUGHKEEPSIE, NY 12601				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owner			
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(- 3)	()	1 abi	e I - Non-D	erivative	Secur	ities Acq	uirea, Disposea o	i, or Beneficiali	iy Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/11/2011		M	40	A	\$ 48.62	4,307	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.

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

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Execution Date, if

5. Number 6. Date Exercisable and

Derivative (Month/Day/Year)

Expiration Date

7. Title and Amount

Underlying Securitie

(Instr. 3 and 4)

Stock

3. Transaction Date 3A. Deemed

any

(Month/Day/Year)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,				· ·		
				Code V	and 5)	(D)	Date Expire Exercisable Date	Expiration Date	Title	Amour or Number of Shares	
Stoc	ck Option	\$ 48.62	05/11/2011		M		800	01/01/2007	01/01/2013	Common	800

Transactionof

Code

Reporting Owners

Conversion

or Exercise

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Groft W. Randolph 284 SOUTH AVENUE POUGHKEEPSIE, NY 12601

PRESIDENT AND COO

Signatures

(Right-to-Buy)

1. Title of

Derivative

Security

W. Randolph Groft Per Power of 05/13/2011 Attorney

> **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).

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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