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DUPONT E I DE NEMOURS & CO

Form 4

February 14, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

SHARP RODNEY H III

1. Name and Address of Reporting Person *

City	1			DUPONT E I DE NEMOURS & CO [DD]				& CO	(Check all applicable)			
Street	, ,	, ,	,	(Month/	'Day/Year)	Transaction			Officer (give titl	leOther		
WILMINGTON, DE 19898 Filed(1007 MAR	KKEI SIKEEI, I	J-9000	02/10/	02/10/2006							
WILMINGTON, DE 19898 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (In		(Street)		4. If An	nendment, I	Date Original			6. Individual or Join	t/Group Filing	g(Check	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) 3.	WILMING	GTON, DE 19898		Filed(M	onth/Day/Ye	ear)			_X_ Form filed by One Form filed by Mor	1 0		
Security (Instr. 3) (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 3, 4 and 5) Code (Instr. 4) Code (Instr. 4) Code (Instr. 3, 4 and 4) Code (Instr. 3, 4 and 4) Code (Instr. 4) Code (Instr. 3, 4 and 4) Code (Instr. 3, 4 and 4) Code (Instr. 4) Code (Instr. 3, 4 and 4) Code (Instr. 3, 4 and 4) Code (Instr. 4) Code (Instr. 3, 4 and 4) Code (Instr. 3, 4 and 4) Code (Instr. 4) Code (Instr	(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative S	ecurit	ies Acqu	ired, Disposed of, o	r Beneficially	Owned	
Common Stock 02/10/2006 M 609.5282 A	Security		Execution lany	Date, if	Transactio Code (Instr. 8)	on Disposed (Instr. 3, 4 and	of (D) nd 5) (A) or		Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership	
Stock 02/10/2006 D 609.5282 D 39.26 307,837 D Common 196.156 (2) I By Trust		02/10/2006			M	609.5282				D		
196 156 (4) 1 Ry Trust		02/10/2006			D	609.5282	D		367,837	D		
									196,156 <u>(2)</u>	I	By Trust	

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

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number.

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted DuPont Common Stock Units	<u>(1)</u>	02/10/2006		M		609.5282	02/02/2006	(3)	Common Stock	609.528

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SHARP RODNEY H III 1007 MARKET STREET D-9000 WILMINGTON, DE 19898	X						

Signatures

H. Rodney Sharp, III by Mary E.

Bowler

02/14/2006

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).

Date

(1) Market price on date of conversion.

**Signature of Reporting Person

- (2) Reporting person is co-trustee of trusts for benefit of children and step-children.
- (3) Restricted stock equivalent units are payable in cash in three equal annual installments beginning on the first anniversary of the grant.

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.

Reporting Owners 2