

DUPONT E I DE NEMOURS & CO
 Form 4
 February 15, 2008

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 *
GOODMANSON RICHARD R

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)
02/13/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & COO

WILMINGTON, DE 19898

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/13/2008 | | F | 2,124 | D \$ 45.185 | 138,835.477 (1) | D |
| Common Stock | 02/14/2008 | | S | 100 | D \$ 46.79 | 138,735.477 (1) | D |
| Common Stock | 02/14/2008 | | S | 100 | D \$ 46.78 | 138,635.477 (1) | D |
| Common Stock | 02/14/2008 | | S | 100 | D \$ 46.8 | 138,535.477 (1) | D |
| Common Stock | 02/14/2008 | | S | 3,300 | D \$ 46.75 | 135,235.477 (1) | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------------------|---|
| Common Stock | 02/14/2008 | S | 400 | D | \$ 46.76 | 134,835.477 (1) | D |
| Common Stock | 02/14/2008 | S | 101 | D | \$ 46.8 | 134,734.477 (1) | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODMANSON RICHARD R 1007 MARKET STREET D-9000 WILMINGTON, DE 19898 | | | Executive Vice President & COO | |

Signatures

Mary E. Bowler by Power of Attorney
Date: 02/15/2008

**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) Includes 119,463.6776 shares of restricted stock units and 15,270.7994 performance stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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