

Duke Energy CORP
Form DEF 14A
March 21, 2013

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

DUKE ENERGY CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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Welcome to the Duke Energy Annual Shareholder Meeting

March 21, 2013

Dear Fellow Shareholders:

I am pleased to invite you to our annual meeting to be held on Thursday, May 2, 2013, in the O.J. Miller Auditorium located at 526 South Church Street in Charlotte, North Carolina.

As explained in the enclosed proxy statement, at this year's meeting you will be asked to vote (i) for the election of directors, (ii) for the ratification of the selection of the independent public accountant, (iii) for the approval, on an advisory basis, of Duke Energy Corporation's named executive officer compensation, (iv) for the amended Duke Energy Corporation Executive Short-Term Incentive Plan, (v) against two shareholder proposals and (vi) to consider any other business that may properly come before the meeting.

We have made significant changes to our proxy statement

This year, we have made improvements to our proxy statement including the addition of a proxy summary beginning on page 7, and the addition of certain charts and illustrations to help better explain our corporate governance and compensation programs and objectives. With this document, our aim is to communicate with you the matters to be addressed at the meeting in a way which is simple and straightforward.

Your vote is important exercise your shareholder right and vote your shares right away

Please turn to page 13 for the instructions on how you can vote your shares over the internet, by telephone or by mail. It is important that all Duke Energy shareholders, regardless of the number of shares owned, participate in the affairs of the Company. At Duke Energy's last annual meeting, in May 2012, approximately 84 percent of the Company's shares were represented in person or by proxy.

We hope you will find it possible to attend this year's annual meeting, and thank you for your continued interest in Duke Energy.

Sincerely,

James E. Rogers

*Chairman, President and
Chief Executive Officer*

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PARTICIPATE IN THE FUTURE OF DUKE ENERGY CORPORATION, CAST YOUR VOTE RIGHT AWAY

It is very important that you vote to play a part in the future of Duke Energy. New York Stock Exchange ("NYSE") rules state that if your shares are held through a broker, bank or other nominee, they cannot vote on your behalf on non-discretionary matters.

Please cast your vote right away on all of the proposals listed below to ensure that your shares are represented.

Proposals which require your vote

		More information	Board recommendation	Broker non-votes	Abstentions	Votes required for approval
PROPOSAL 1	Election of directors	Page 15	FOR each nominee	Do not count	Do not count	Plurality, with a resignation policy
PROPOSAL 2	Ratification of Deloitte & Touche LLP as Duke Energy Corporation's independent public accountant for 2013	Page 33	FOR	Vote for	Vote against	Majority of shares present
PROPOSAL 3	Approval, on an advisory basis, of Duke Energy Corporation's named executive officer compensation	Page 35	FOR	Do not count	Vote against	Majority of shares present

PROPOSAL 4	Approval of the amended Duke Energy Corporation Executive Short-Term Incentive Plan	Page 67	FOR	Do not count	Vote against	Majority of shares present
PROPOSAL 5	Shareholder proposal regarding shareholder action by written consent	Page 69	AGAINST	Do not count	Vote against	Majority of shares present
PROPOSAL 6	Shareholder proposal regarding an amendment to our organizational documents to require majority voting for the election of directors	Page 71	AGAINST	Do not count	Vote against	Majority of shares present

Vote right away

Even if you plan to attend this year's meeting, it is a good idea to vote your shares now, before the meeting, in the event your plans change. Whether you vote by internet, by telephone or by mail, please have your proxy card or voting instruction form in hand and follow the instructions.

By internet using your computer

By telephone

By mailing your proxy card

Visit 24/7
www.proxyvote.com

Dial toll-free 24/7
1-800-690-6903
or by calling the
number provided
by your broker, bank
or other nominee if your shares are
not registered in your name

Cast your ballot,
sign your proxy card
and send free of postage

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PARTICIPATE IN THE FUTURE OF DUKE ENERGY CORPORATION, CAST YOUR VOTE RIGHT AWAY

Visit our website

Review and download this proxy statement and our annual report

Visit our website

<http://www.duke-energy.com/investors/news-events.asp> Listen to a live audio stream of the meeting

Attend our 2013 Annual Meeting of Shareholders

10:00 a.m. (EST) on Thursday, May 2, 2013
O.J. Miller Auditorium
526 South Church Street
Charlotte, N.C. 28202

Directions to 526 South Church Street are provided on the inside back cover.

526 South Church Street
Mint Street Parking Deck
Bank of America Stadium

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This proxy statement was first made available to shareholders on or about March 21, 2013.

Proxy Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider. You should read the entire proxy statement carefully before voting. Page references ("XX") are supplied to help you find further information in this proxy statement.

Eligibility to Vote (page 12)

You can vote if you were a shareholder of record at the close of business on March 5, 2013.

How to Cast Your Vote (page 13)

You can vote by any of the following methods:

By internet using your computer	By telephone	By mailing your proxy card	In person
Visit 24/7 www.proxyvote.com	Dial toll-free 24/7 1-800-690-6903 or by calling the number provided by your broker, bank or other nominee if your shares are not registered in your name	Cast your ballot, sign your proxy card and send free of postage	At the annual meeting: If you are a shareholder of record, you may be admitted to the meeting by bringing your proxy card or, if your shares are held in the name of a broker, bank or other nominee, an account statement or letter from the nominee indicating your ownership as of the record date.

Business Highlights

Duke Energy's regulated utility operations provide electricity to 7.2 million customers located in six states in the Southeast and Midwest United States, representing a population of approximately 12 million people. Our non-regulated businesses own and operate diverse power generation assets in North America and Latin America, including a growing portfolio of renewable energy assets in the United States. Duke Energy operates in the United States, primarily through its direct and indirect wholly-owned subsidiaries, Duke Energy Carolinas, LLC; Progress Energy Carolinas, Inc.; Progress Energy Florida, Inc.; Duke Energy Ohio, Inc.; Duke Energy Kentucky, Inc.; and Duke Energy Indiana, Inc., as well as in Latin America through Duke Energy International, LLC.

Governance of the Company (page 22)

Board Leadership Structure

Meeting Attendance

Risk Oversight

Director Independence

Committees and Attendance

Director Qualification Standards

Criteria for Board Membership

Resignation Policy

Communications with Directors

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Name	Age	Director since	Occupation	Independent (Yes/No)		Committee Memberships	Other Public Company Boards
				Yes	No		
William Barnet, III	70	2005	Chairman, President and CEO of Barnet Development Corporation	X		Finance and Risk Management	None
G. Alex Bernhardt, Sr.	69	1991	Chairman of Bernhardt Furniture Company	X		Regulatory Policy and Operations Audit	None
Michael G. Browning	66	1990	Chairman and President of Browning Investments, Inc.	X		Nuclear Oversight Audit	None
Harris E. DeLoach, Jr.	68	2006	Chairman and CEO of Sonoco	X		Corporate Governance Finance and Risk Management	

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			Products Company		C o r p o r a t e Governance	Sonoco Products Company
					Nuclear Oversight	G o o d r i c h Corporation
Daniel R. DiMicco	62	2007	Executive Chairman of Nucor Corporation	X	Compensation	N u c o r Corporation
					C o r p o r a t e Governance	
John H. Forsgren	66	2009	Retired Vice Chairman, Executive Vice President and Chief Financial Officer of Northeast Utilities	X	Audit	The Phoenix Companies, Inc.
					Finance and Risk Management	
Ann M. Gray	67	1994	Former Vice President, ABC, Inc. and Former President, Diversified Publishing Group of ABC, Inc.	X	Compensation	The Phoenix Companies, Inc.
					C o r p o r a t e Governance	
					Finance and Risk Management	
	68	2005		X		

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James H. Hance, Jr.			Retired Vice Chairman and Chief Financial Officer of Bank of America Corporation		Compensation	Sprint Nextel Corporation
					Finance and Risk Management	C o u s i n s Properties Incorporated
						Ford Motor Company
						The Carlyle Group, LP
John T. Herron	60	2013	President, CEO and Chief Nuclear Officer of Entergy Nuclear	X	Nuclear Oversight	None
James B. Hyler, Jr.	65					