

CONSUMERS ENERGY CO
Form DEF 14C
April 10, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14C

INFORMATION STATEMENT PURSUANT TO SECTION 14(c)
OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))

Definitive Information Statement

Consumers Energy Company

(Name of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11 (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
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 - (2) Form, Schedule or Registration Statement No.:
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CONSUMERS ENERGY COMPANY
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
MAY 22, 2009

To the Shareholders of Consumers Energy Company:

The annual meeting of shareholders of Consumers Energy Company (Consumers) will be held on Friday, May 22, 2009, at 9:00 A.M., Eastern Daylight Saving Time, at the corporate headquarters located at One Energy Plaza, Jackson, Michigan 49201. The purposes of the annual meeting are to:

- (1) Elect eleven members to the Consumers Board of Directors;
- (2) Consider a proposal to ratify the appointment of PricewaterhouseCoopers LLP (PwC) as our independent registered public accounting firm to audit the Consumers consolidated financial statements for the year ending December 31, 2009;
- (3) Consider a proposal to approve the CMS Energy Corporation s Amended Performance Incentive Stock Plan;
- (4) Consider a proposal to approve the performance measures used in the CMS Energy Corporation s Bonus Plan; and
- (5) Transact such other business as may properly come before the annual meeting.

The Consumers annual report to shareholders for the year 2008, including consolidated financial statements, previously has been furnished to you.

The Board of Directors has set March 27, 2009 as the record date for our annual meeting. Shareholders are invited to attend our annual meeting. **WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

By Order of the Board of Directors

Catherine M. Reynolds
Corporate Secretary

Consumers Energy Company
One Energy Plaza
Jackson, Michigan 49201

April 10, 2009

INFORMATION STATEMENT

INTRODUCTION

This Information Statement is furnished by the Board of Directors of Consumers Energy Company (Consumers) in connection with the annual meeting of shareholders to be held on May 22, 2009.

As of March 27, 2009, Consumers outstanding common stock (\$10 par value) and preferred stock (\$100 par value) consisted of 84,108,789 shares of common stock held by CMS Energy Corporation (CMS) and 441,599 shares of preferred stock held by the public (except the directors holdings noted below). Holders of preferred and common stock are entitled to one vote for each share and shareholders have cumulative voting rights for the election of directors. That is, holders of preferred and common shares are entitled to cast as many votes as equal the number of shares held multiplied by the number of directors to be elected (eleven this year), and they may cast all of such votes for a single nominee or distribute them among any two or more nominees as they choose.

While all shareholders are cordially invited to attend the annual meeting, **WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.** We have been advised that all 84,108,789 Consumers common shares held by CMS (99.5% of the Consumers shares entitled to vote) will be voted in favor of the proposed directors, thus assuring their election, as well as in favor of the other proposal(s) recommended by the Consumers Board of Directors.

To the knowledge of management, no person or entity except CMS owns beneficially more than 5% of any class of Consumers outstanding voting securities. Messrs. Pierre, Way, Whipple, and Yasinsky each own 10 shares of the preferred stock of Consumers.

The determination of approval of corporate action by the shareholders is based on votes for and against. Abstentions and broker discretionary votes are not counted as against votes but are counted in the determination of a quorum.

INCORPORATION BY REFERENCE CMS PROXY STATEMENT

Please refer to the enclosed CMS proxy statement dated April 10, 2009 for information regarding the nominees for directors and the other proposal(s) being voted on by Consumers shareholders, as well as the committees of the Board of Directors, compensation of directors and executive officers and various other 2008 information statement disclosures. This information appears beginning with the heading CORPORATE GOVERNANCE in the CMS proxy statement and is incorporated by reference herein.

BOARD AND COMMITTEE INFORMATION

The Consumers Board of Directors met 8 (none of which was a telephone conference call) times during 2008. All incumbent directors attended or participated in more than 75% of the Consumers Board and assigned committee meetings during 2008. Our Corporate Governance Principles state the Board's expectation that all Board members attend all scheduled board and committee meetings, as well as the annual meeting of shareholders. All Board members attended the 2008 annual meeting of shareholders.