

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2004-08-12** | Period of Report: **2004-02-04**

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### ISSUER

#### DUPONT E I DE NEMOURS & CO

CIK: **30554** | IRS No.: **510014090** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2820** Plastic material, synth resin/rubber, cellulose (no glass)

Mailing Address  
1007 MARKET ST  
WILMINGTON DE 19898

Business Address  
1007 MARKET ST  
WILMINGTON DE 19898  
3027741000

### REPORTING OWNER

#### NAITOH MASAHISA

CIK: **1012924** | State of Incorporation: **IL** | Fiscal Year End: **1231**  
Type: **4/A** | Act: **34** | File No.: **001-00815** | Film No.: **04971378**

Mailing Address  
MOLEX INC  
2222 WELLINGTON COURT  
LISLE IL 60532

Business Address  
2222 WELLINGTON COURT  
MOLEX INC  
LISLE IL 60532  
6305274598

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>NAITOH MASAHISA</b>			2. Issuer Name and Ticker or Trading Symbol <b>DUPONT E I DE NEMOURS &amp; CO [DD]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/04/2004</b>		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
1007 MARKET STREET, D-9000			4. If Amendment, Date Original Filed(Month/Day/Year) <b>02/06/2004</b>			
(Street) WILMINGTON, DE 19898						
(City)	(State)	(Zip)				

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (right to buy) NQOs	\$43.62	02/04/2004		A	(1)	8,600	(2)	02/04/2005	02/03/2010	Common Stock	8,600 (2)	\$ 0	8,600 (2)	D	

**Explanation of Responses:**

- Options become exercisable in three equal annual installments beginning on the first anniversary of the grant; option shares may be used to satisfy withholding taxes.
- Amended to reflect correct number of options granted.

**Signatures**

Masahisa Naitoh by Mary E. Bowler

\*\* Signature of Reporting Person

08/12/2004

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**