

DTE ENERGY CO
Form 10-K/A
June 24, 2005

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

Form 10-K/A

(Amendment No. 1 to Form 10-K)

**FOR ANNUAL AND TRANSITION REPORTS
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE OF 1934**

- b ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

Commission file number 1-11607

DTE ENERGY COMPANY

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction of
incorporation or organization)

38-3217752
(I.R.S. Employer
Identification No.)

2000 2nd Avenue, Detroit, Michigan
(Address of principal executive offices)

48226-1279
(Zip Code)

313-235-4000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|--|
| Common Stock, without par value, with contingent preferred stock purchase rights | New York and Chicago Stock Exchanges |
| 8.75% Equity Security Units | New York Stock Exchange |
| 7.8% Trust Preferred Securities * | New York Stock Exchange |
| 7.50% Trust Originated Preferred Securities** | New York Stock Exchange |

* Issued by DTE Energy Trust I. DTE Energy fully and unconditionally guarantees the payments of all amounts due on these securities to the extent DTE Energy Trust I has funds available for payment of such distributions.

** Issued by DTE Energy Trust II. DTE Energy fully and unconditionally guarantees the payments of all amounts due on these securities to the extent DTE Energy Trust II has funds available for payment of such distributions.

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

On June 30, 2004, the aggregate market value of the Registrant's voting and non-voting common equity held by non-affiliates was approximately \$7.0 billion (based on the New York Stock Exchange closing price on such date). There were 174,175,040 shares of common stock outstanding at March 31, 2005, substantially all held by non-affiliates.

DOCUMENTS INCORPORATED IN THIS AMENDMENT BY REFERENCE

None

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EXPLANATORY NOTE

This Form 10-K/A is being filed to amend and restate Item 9A of Part II of the Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (2004 10-K), which was filed with the Securities and Exchange Commission on March 15, 2005 by DTE Energy Company (the Company). This amendment rephrases the language regarding the effectiveness of the Company s disclosure controls and procedures as of December 31, 2004. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), new certifications by the Company s principal executive officer and principal financial officer are being filed as exhibits to this Form 10-K/A under Item 15 of Part IV hereof.

For purposes of this Form 10-K/A, and in accordance with Rule 12b-15 under the Exchange Act, Item 9A of the 2004 10-K has been amended and restated in its entirety. No attempt has been made in this Form 10-K/A to modify or update other disclosures as presented in the original 2004 10-K.

PART II

Item 9A. Controls and Procedures

(a) Evaluation of disclosure controls and procedures

Management of the Company carried out an evaluation, under the supervision and with the participation of the Company s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of December 31, 2004, which is the end of the period covered by this report. Based on this evaluation, the Company s Chief Executive Officer and Chief Financial Officer have concluded that such controls and procedures are effective in ensuring that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Due to the inherent limitations in the effectiveness of any disclosure controls and procedures, management cannot provide absolute assurance that the objectives of its disclosure controls and procedures will be met.

(b) Management s report on internal control over financial reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company s internal control system was designed to provide reasonable assurance to the Company s management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of the effectiveness to future periods are subject to the risks that control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2004. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control*

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Integrated Framework. Based on our assessment, management believes that, as of December 31, 2004, the Company's internal control over financial reporting was effective based on those criteria.

Our management's assessment of the effectiveness of the Company's internal control over financial reporting has been audited by the Company's independent auditors, as stated in their report which is included in the 2004 10-K.

(c) Changes in internal control over financial reporting

The Company has established a formal assessment process and related procedures to evaluate the effectiveness of internal control over financial reporting using criteria specified by COSO. The assessment process is comprehensive in scope, utilizes internal and external resources and involves many individuals at various levels of the Company in the design, testing and evaluation of internal control.

As part of the evaluation and assessment process, the Company has been improving the design and operating effectiveness of many entity-level and process-level controls. Control testing and remediation activities provide reasonable, but not absolute, assurance that a material weakness in internal control over financial reporting will be avoided. The inherent limitations of our current internal controls, a portion of which are manual by their nature, contribute to the potential for control deficiencies. Management does not believe any areas requiring further improvement constitute a material weakness in internal control over financial reporting as of December 31, 2004.

There has been no change in the Company's internal control over financial reporting during the fourth quarter of 2004 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(b) The following exhibits are filed as part of this Form 10-K/A.

| Exhibit No. | Description |
|--------------------|---|
| (i) | Exhibits filed herewith. |
| 31-17 | Chief Executive Officer Section 302 Form 10-K Certification of Periodic Report. |
| 31-18 | Chief Financial Officer Section 302 Form 10-K Certification of Periodic Report. |
| (ii) | Exhibits furnished herewith. |
| 32-17 | Chief Executive Officer Section 906 Form 10-K Certification of Periodic Report. |
| 32-18 | Chief Financial Officer Section 906 Form 10-K Certification of Periodic Report. |

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**DTE ENERGY
COMPANY
(Registrant)**

Date: June 24, 2005

By /s/ Anthony F. Earley, Jr.

Anthony F. Earley, Jr.
Chairman of the Board,
Chief Executive Officer,
and Chief Operating Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

By /s/ Anthony F. Earley, Jr.

Anthony F. Earley, Jr.
Chairman of the Board,
Chief Executive Officer and
Chief Operating Officer

By /s/ David E. Meador

David E. Meador
Executive Vice President and Chief
Financial Officer

By /s/ Daniel G. Brudzynski

Daniel G. Brudzynski
Vice President and Controller

By /s/ John E. Lobbia

John E. Lobbia, Director

By /s/ Lillian Bauder

Lillian Bauder, Director

By /s/ Gail J. McGovern

Gail J. McGovern, Director

By /s/ Allan D. Gilmour

Allan D. Gilmour, Director

By /s/ Eugene A. Miller

Eugene A. Miller, Director

By /s/ Alfred R. Glancy

Alfred R. Glancy III, Director

By /s/ Charles W. Pryor, Jr.

Charles W. Pryor, Jr., Director

By /s/ Frank M. Hennessey

Frank M. Hennessey, Director

By /s/ Josue Robles, Jr.

Josue Robles, Jr., Director

By /s/ Howard F. Sims

Howard F. Sims, Director

Date: June 24, 2005

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Exhibit Index

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