

DTE ENERGY CO
Form DEF 14A
March 29, 2010

Table of Contents

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 x
Filed by a Party other than the Registrant o

Check the appropriate box:

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

DTE Energy Company

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Edgar Filing: DTE ENERGY CO - Form DEF 14A

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SEC 1913 (02-02)

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

Table of Contents

**One Energy Plaza
Detroit, Michigan 48226-1279**

2010 Notice of Annual Meeting of Shareholders and Proxy Statement

Date: Thursday, May 6, 2010
Time: 10:00 a.m. Detroit time
Place: DTE Energy Building
(Town Square; see map on the last page)
One Energy Plaza
Detroit, Michigan 48226

We invite you to attend the annual meeting of DTE Energy Company (DTE Energy, Company, we, us or our) to

1. Elect directors;
2. Ratify the appointment of PricewaterhouseCoopers LLP by the Audit Committee of the Board of Directors as our independent registered public accounting firm for the year 2010;
3. Vote on a Management proposal amending the Articles of Incorporation to eliminate cumulative voting;
4. Vote on a Management proposal to amend the DTE Energy Company 2006 Long-Term Incentive Plan;
5. Vote on a Shareholder proposal relating to political contributions, if properly presented at the 2010 meeting;
6. Vote on a Shareholder proposal relating to the declassification of the Board of Directors, if properly presented at the 2010 meeting; and
7. Consider any other business that may properly come before the meeting or any adjournments of the meeting.

The record date for this annual meeting is March 9, 2010. Only shareholders of record at the close of business on that date can vote at the meeting. For more information, please read the accompanying 2010 Proxy Statement.

This 2010 Notice of Annual Meeting, as well as the accompanying Proxy Statement and proxy card, will be first sent or given to our shareholders on or about March 29, 2010.

It is important that your shares be represented at the meeting. Shareholders may vote their shares (1) in person at the annual meeting, (2) by telephone, (3) via the Internet, or (4) by completing and mailing the enclosed proxy card in the return envelope. Specific instructions for voting by telephone or via the Internet are attached to the proxy card. If you attend the meeting and vote at it, your vote at the meeting will replace any earlier vote by telephone, Internet or proxy. ***If your shares are directly held in your name as a shareholder of record, an admission ticket to the meeting is attached to your proxy card. Please vote your proxy, and bring the admission ticket with you to the meeting. If your shares are registered in the name of a bank, brokerage firm, or other nominee and you plan to attend the meeting, bring your statement of account showing evidence of ownership as of the record date. All shareholders who plan to***

attend the meeting must present a government-issued photo identification card, such as your driver's license, state identification card or passport.

By Order of the Board of Directors

Sandra Kay Ennis
Corporate Secretary

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

March 29, 2010

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Shareholders Meeting to Be Held on May 6, 2010:**

**The Proxy Statement and Annual Report are available to security holders at
<http://bnymellon.mobular.net/bnymellon/dte>**

Table of Contents

TABLE OF CONTENTS

| | |
|--|----|
| <u>INFORMATION CONCERNING VOTING AND PROXY SOLICITATION</u> | 2 |
| <u>QUESTIONS AND ANSWERS</u> | 2 |
| <u>Q: What is a proxy?</u> | 2 |
| <u>Q: What is a Proxy Statement?</u> | 2 |
| <u>Q: What are the purposes of this annual meeting?</u> | 2 |
| <u>Q: Who is entitled to vote?</u> | 2 |
| <u>Q: What is the difference between a shareholder of record and a street name holder?</u> | 2 |
| <u>Q: How do I vote?</u> | 3 |
| <u>Q: Can I change my vote after I have voted?</u> | 3 |
| <u>Q: Can I revoke a proxy?</u> | 3 |
| <u>Q: Is my vote confidential?</u> | 3 |
| <u>Q: What shares are included on my proxy card?</u> | 3 |
| <u>Q: What does it mean if I get more than one proxy card?</u> | 4 |
| <u>Q: What is householding and how am I affected?</u> | 4 |
| <u>Q: Can I elect to receive or view DTE Energy's annual report and proxy statement electronically?</u> | 4 |
| <u>Q: What constitutes a quorum?</u> | 4 |
| <u>Q: What are abstentions and broker non-votes and how do they affect voting?</u> | 5 |
| <u>Q: How does the voting work?</u> | 5 |
| <u>Q: Who may attend the annual meeting?</u> | 6 |
| <u>Q: How will the annual meeting be conducted?</u> | 6 |
| <u>Q: How does a shareholder recommend a person for election to the Board for the 2011 annual meeting?</u> | 6 |
| <u>CORPORATE GOVERNANCE</u> | 7 |
| <u>Governance Guidelines</u> | 7 |
| <u>Election of Directors and Vacancies</u> | 7 |
| <u>Composition of the Board and Director Independence</u> | 8 |
| <u>Board Committees</u> | 9 |
| <u>Election of the Chairman and the CEO; Presiding Director</u> | 9 |
| <u>Board Meetings and Attendance</u> | 10 |
| <u>Terms of Office</u> | 10 |
| <u>Executive Sessions</u> | 10 |
| <u>Assessment of Board and Committee Performance</u> | 11 |
| <u>Board Compensation and Stock Ownership</u> | 11 |
| <u>Codes of Business Conduct and Ethics</u> | 11 |
| <u>Communications with the Board</u> | 11 |
| <u>MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS</u> | 12 |
| <u>BOARD OF DIRECTORS RISK OVERSIGHT FUNCTIONS</u> | 14 |
| <u>BOARD OF DIRECTORS COMPENSATION</u> | 16 |
| <u>INFORMATION ON COMPANY EXECUTIVE OFFICERS</u> | 17 |
| <u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u> | 18 |
| <u>INDEMNIFICATION AND LIABILITY</u> | 18 |
| <u>SECURITY OWNERSHIP OF DIRECTORS AND OFFICERS</u> | 19 |
| <u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u> | 20 |
| <u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS</u> | 20 |
| <u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u> | 20 |

Table of Contents

| | |
|---|-----|
| <u>PROPOSAL NO. 1 ELECTION OF DIRECTORS</u> | 22 |
| <u>Nominees for Election at this Meeting for Terms Expiring in 2013</u> | 23 |
| <u>Nominee for Election at this Meeting for a Term Expiring in 2011</u> | 24 |
| <u>Directors Whose Present Terms Continue Until 2011</u> | 25 |
| <u>Directors Whose Present Terms Continue Until 2012</u> | 26 |
| <u>PROPOSAL NO. 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u> | 29 |
| <u>Fees to the Independent Registered Public Accounting Firms</u> | 29 |
| <u>Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm</u> | 30 |
| <u>Report of the Audit Committee</u> | 30 |
| <u>PROPOSAL NO. 3 MANAGEMENT PROPOSAL RE: AMENDMENT TO ARTICLES OF INCORPORATION TO ELIMINATE CUMULATIVE VOTING</u> | 32 |
| <u>PROPOSAL NO. 4 MANAGEMENT PROPOSAL RE: APPROVAL OF THE AMENDED AND RESTATED DTE ENERGY COMPANY 2006 LONG-TERM INCENTIVE PLAN</u> | 34 |
| <u>PROPOSAL NO. 5 SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS</u> | 38 |
| <u>PROPOSAL NO. 6 SHAREHOLDER PROPOSAL RELATING TO BOARD DECLASSIFICATION CONSIDERATION OF ANY OTHER BUSINESS THAT MAY COME BEFORE THE MEETING</u> | 41 |
| <u>EXECUTIVE COMPENSATION</u> | 43 |
| <u>Compensation Discussion and Analysis</u> | 44 |
| <u>Report of the Organization and Compensation Committee</u> | 44 |
| <u>Summary Compensation Table</u> | 54 |
| <u>Grants of Plan-Based Awards</u> | 55 |
| <u>Outstanding Equity Awards at Fiscal Year-End</u> | 57 |
| <u>Option Exercises and Stock Vested in 2009</u> | 58 |
| <u>Pension Benefits</u> | 60 |
| <u>Non-Qualified Deferred Compensation</u> | 60 |
| <u>Potential Payments Upon Termination of Employment</u> | 63 |
| <u>2009 DIRECTOR COMPENSATION TABLE</u> | 64 |
| <u>2011 ANNUAL MEETING OF SHAREHOLDERS</u> | 66 |
| <u>Shareholder Proposals and Nominations of Directors</u> | 68 |
| <u>SOLICITATION OF PROXIES</u> | 68 |
| <u>EXHIBIT A</u> | 69 |
| <u>MAP TO ANNUAL SHAREHOLDER MEETING</u> | A-1 |

Table of Contents

2010 PROXY STATEMENT OF DTE ENERGY COMPANY
INFORMATION CONCERNING VOTING AND PROXY SOLICITATION
QUESTIONS AND ANSWERS

Q: What is a proxy?

A: A proxy is a document, also referred to as a proxy card, on which you authorize someone else to vote for you in the way that you want to vote. You may also choose to abstain from voting. **The Board of Directors (the Board) is soliciting proxies to be voted at the 2010 Annual Meeting of Shareholders and any adjournment or postponement of such meeting.**

Q: What is a Proxy Statement? A: A Proxy Statement is this document, required by the Securities and Exchange Commission (the SEC), which is furnished in connection with the solicitation of proxies and, among other things, explains the items on which you are asked to vote on the proxy. **Q: What are the purposes of this annual meeting?** A: At the meeting, our shareholders will be asked to:

1. Elect four directors. The nominees are Anthony F. Earley, Jr., Allan D. Gilmour, Frank M. Hennessey and Gail J. McGovern. (See Proposal No. 1 Election of Directors on page 22);
2. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year 2010. (See Proposal No. 2 Ratification of Appointment of Independent Registered Public Accounting Firm on page 29);
3. Vote on a Management proposal amending the Articles of Incorporation to eliminate cumulative voting. (See Proposal No. 3 Management Proposal Amendment to Articles of Incorporation to Eliminate Cumulative Voting on page 32);
4. Vote on a Management proposal to amend the DTE Energy Company 2006 Long-Term Incentive Plan. (See Proposal No. 4 Management Proposal Approval of the Amended and Restated DTE Energy Company 2006 Long-Term Incentive Plan on page 34);
5. Vote on a Shareholder proposal relating to political contributions, if properly presented at the 2010 meeting. (See Proposal No. 5 Shareholder Proposal Relating to Political Contributions on page 38);
6. Vote on a Shareholder proposal relating to the declassification of the Board of Directors, if properly presented at the 2010 meeting. (See Proposal No. 6 Shareholder Proposal Relating to Board Declassification on page 41); and
7. Consider any other business that may properly come before the meeting or any adjournments or postponements of the meeting. (See Consideration of Any Other Business That May Come Before the Meeting on page 43).

Q: Who is entitled to vote? A: Only our shareholders of record at the close of business on March 9, 2010 (the Record Date) are entitled to vote at the annual meeting. Each share of common stock has one vote with respect to each director position and each other matter coming before the meeting. Information on cumulative voting in the election of directors is shown on page 5 under How does the voting work? **Q: What is the difference between a shareholder of record and a street name holder?** A: If your shares are registered directly in your name with The Bank of New York Mellon, our stock transfer agent, you are considered the shareholder of record for those shares.

Table of Contents

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of the shares, and your shares are said to be held in street name. Street name holders generally cannot vote their shares directly and must instead instruct the brokerage firm, bank or other nominee how to vote their shares using the method described under "How do I vote?" below.

- A: If you hold your shares in your own name as shareholder of record, you may vote by telephone, through the Internet, by mail or by casting a ballot in person at the annual meeting.

To vote by mail, sign and date each proxy card that you receive and return it in the enclosed prepaid envelope. Proxies will be voted as you specify on each proxy card.

To vote by telephone or through the Internet, follow the instructions attached to your proxy card.

By completing, signing and returning the proxy card or voting by telephone or through the Internet, your shares will be voted as you direct. Please refer to the proxy card for instructions. If you sign and return your proxy card, but do not specify how you wish to vote, your shares will be voted as the Board recommends. Your shares will also be voted as recommended by the Board, in its discretion, on any other business that is properly presented for a vote at the meeting. (See "Consideration of Any Other Business That May Come Before the Meeting" on page 43).

If your shares are owned through the DTE Energy 401(k) plans ("401(k) plans"), see "What shares are included on my proxy card?" below.

If your shares are registered in street name, you must vote your shares in the manner prescribed by your brokerage firm, bank or other nominee. Your brokerage firm, bank or other nominee should have enclosed, or should provide, a voting instruction form for you to use in directing it how to vote your shares.

- A: If you hold your shares in your own name as shareholder of record, any subsequent vote by any means will change your prior vote. For example, if you voted by telephone, a subsequent Internet vote will change your vote. If you wish to change your vote by mail, you may do so by requesting, in writing, a new proxy card from the tabulator, The Bank of New York Mellon, DTE Energy, c/o BNY Mellon Shareowner Services, P.O. Box 358015, Pittsburgh, PA 15252-8015, or you can request a new proxy card by telephone at 1-866-388-8558. The last vote received prior to the meeting will be the one counted. Shareholders of record may also change their vote by voting in person at the annual meeting. If you hold your shares in street name, you should contact your brokerage firm, bank or other nominee.

- A: Yes. If you are a shareholder of record as of the Record Date, you may revoke a proxy by submitting a letter addressed to the tabulator, The Bank of New York Mellon, DTE Energy, c/o BNY Mellon Shareowner Services, P.O. Box 358015, Pittsburgh, PA 15252-8015, prior to the meeting. If you hold your shares in street name, you should contact your brokerage firm, bank or other nominee.

- A: Yes, your vote is confidential. The tabulator and inspectors of election will not be employees of the Company nor will they be affiliated with the Company in any way. Your vote will not be disclosed except as required by law or in other limited circumstances.

- A: *For shareholders of record* The proxy card you received covers the number of shares to be voted in your account as of the Record Date, including any shares held for participants in our Dividend Reinvestment and Stock Purchase Plan.

Table of Contents

For shareholders who are participants in the 401(k) plan The proxy card serves as a voting instruction to the Trustee for DTE Energy common stock owned by employees and retirees of DTE Energy and its affiliates in their respective 401(k) plans.

For holders in street name Separate voting instructions will be provided by your brokerage firm, bank or other nominee for shares you hold in street name.

- A: It indicates that your shares are registered differently and are in more than one account. Sign and return all proxy cards, or vote each account by telephone or on the Internet, to ensure that all your shares are voted. We encourage you to register all your accounts in the same name and address. To do this, contact BNY Mellon Shareowner Services at 1-866-388-8558.
- A: The SEC permits us to deliver a single copy of the annual report and proxy statement to shareholders who have the same address and last name. Each shareholder will continue to receive a separate proxy card. This procedure, called *householding*, will reduce the volume of duplicate information you receive and reduce our printing and postage costs. If you received one set of these documents at your household and you wish to receive separate copies, you may contact The Bank of New York Mellon, DTE Energy, c/o BNY Mellon Shareowner Services, P.O. Box 358015, Pittsburgh, PA 15252-8015, or by telephone at 1-866-388-8558 and these documents will be promptly delivered to you. If you do not wish to participate in *householding* and prefer to receive separate copies of our annual reports and proxy statements, now or in the future, please submit a written request to The Bank of New York Mellon at the address listed above.

Similarly, if you currently receive multiple copies of this document, you can request the elimination of the duplicate documents by contacting BNY Mellon Shareowner Services at the address or phone number listed above.

Beneficial owners can request information about *householding* by contacting their bank, brokerage firm or other nominee of record.

- A: Yes. If you are a shareholder of record, you may elect to receive the Company's annual report and proxy materials via the Internet rather than in print. If you wish to provide your consent and enroll in this service, log on to **Investor ServiceDirect®** at www.bnymellon.com/shareowner/isd, where **step-by-step instructions will prompt you through enrollment. Once our annual meeting materials are available, you will receive an e-mail notification that will direct you to the Web site hosting the annual report and proxy statement and containing voting instructions for voting via the Internet, telephone and mail.**

By consenting to electronic delivery, you are stating that you currently have, and expect to have in the future, access to the Internet. If you do not currently have, or expect to have in the future, access to the Internet, please do not elect to have documents delivered electronically, as we may rely on your consent and not deliver paper copies of future annual reports and proxy materials.

If you do not consent to electronic delivery, we will continue to mail you printed copies of the materials. However, we also post these materials on our Web site at www.dteenergy.com, in the *Investors' Financial Reports* section as soon as they are available so you may view them.

- A: There were 165,730,620 shares of our common stock outstanding on the Record Date. Each share is entitled to one vote with respect to each director position and each other matter coming before the annual meeting. A majority of these outstanding shares present or represented by proxy at the meeting constitutes a quorum. A

quorum is necessary to conduct an annual meeting.

Table of Contents

Q: What are abstentions and broker non-votes and how do they affect voting?

A: Abstentions If you specify on your proxy card that you wish to abstain from voting on an item, your shares will not be voted on that particular item. Abstentions are counted toward establishing a quorum but not toward determining the outcome of the proposal to which the abstention applies. *Broker Non-Votes* Under the New York Stock Exchange (NYSE) rules, if your broker holds your shares in its name and does not receive voting instructions from you, your broker has discretion to vote these shares on certain routine matters, including the ratification of the appointment of the independent registered public accounting firm. The election of directors in an uncontested election was also considered a routine matter; however, during 2009, NYSE rules were amended to change shareholder voting of directors in an uncontested election to a non-routine matter. Consequently, your broker must receive voting instructions from you in order to vote for directors at our 2010 annual meeting. On routine matters, shares voted by brokers without instructions are counted toward the outcome. **Q: How does the voting work?** A: For each item, voting works as follows:

Proposal No. 1: Election of directors The election of each director requires approval by a plurality of the votes cast, i.e., the four nominees receiving the greatest number of votes cast at the meeting will be elected. You may withhold votes from one or more directors by writing their names in the space provided for that purpose on your proxy card. Withheld votes have the same effect as abstentions. If you vote by telephone or the Internet, follow the instructions attached to the proxy card. Your broker is not entitled to vote your shares on this matter unless instructions are received from you. You may also cumulate votes for directors by multiplying the number of your shares by the number of directors to be elected and by casting all such votes either (a) for one candidate or (b) by distributing them among two or more candidates. You cannot vote for more than four directors.

Proposal No. 2: Ratification of the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm Ratification of the appointment of an independent registered public accounting firm requires approval by a majority of the votes cast. Abstentions are not considered votes cast and will not be counted either for or against this matter. Your broker is entitled to vote your shares on this matter if no instructions are received from you.

Proposal No. 3: Management Proposal relating to the Amendment of the Articles of Incorporation to eliminate cumulative voting Approval of the Management Proposal requires approval from a majority of the votes cast. Your broker is not entitled to vote your shares unless instructions are received from you. Abstentions and broker non-votes are not considered votes cast and will not be counted either for or against this matter.

Proposal No. 4: Management Proposal relating to the amendment and restatement of the DTE Energy Company 2006 Long-Term Incentive Plan Approval of the Management Proposal requires approval from a majority of the votes cast. Your broker is not entitled to vote your shares unless instructions are received from you. Abstentions and broker non-votes are not considered votes cast and will not be counted either for or against this matter.

Proposal No. 5: Shareholder Proposal relating to political contributions Approval of the Shareholder Proposal requires approval from a majority of the votes cast. Your broker is not entitled to vote your shares unless instructions are received from you. Abstentions and broker non-votes are not considered votes cast and will not be counted either for or against this matter.

Proposal No. 6: Shareholder Proposal relating to the Board declassification Approval of the Shareholder Proposal requires approval from a majority of the votes cast. Your broker is not entitled to vote your shares unless instructions are received from you. Abstentions and broker non-votes are not considered votes cast and will not be counted either for or against this matter.

Table of Contents

Q: Who may attend the annual meeting?

A: Shareholders of Record Any shareholder of record as of the Record Date may attend. Your admission ticket to attend the meeting is attached to the lower portion of your proxy card. Please vote your proxy, and bring the admission ticket with you to the meeting. *All Other Shareholders* If your shares are registered in the name of a bank, brokerage firm or other nominee and you plan to attend the meeting, bring your statement of account showing evidence of ownership as of the Record Date. However, as noted above, you will not be able to vote those shares at the annual meeting unless you have made arrangements with your bank, brokerage firm or other nominee of record. ***All shareholders will be required to present a government-issued photo identification card, such as your driver's license, state identification card or passport.*** Seating and parking are limited and admission is on a first-come basis.

Q: How will the annual meeting be conducted? A: The Chairman of the Board (Chairman), or such other director as designated by the Board, will call the annual meeting to order, preside at the meeting and determine the order of business. The only business that will be conducted or considered at this meeting is business discussed in this Proxy Statement, as no other shareholder complied with the procedures disclosed in last year's proxy statement for proposing other matters to be brought at the meeting. **Q: How does a shareholder recommend a person for election to the Board for the 2011 annual meeting?**

A: Recommendations for nominations by shareholders should be in writing and addressed to our Corporate Secretary at our principal business address. See the Shareholder Proposals and Nominations of Directors section of this Proxy Statement on page 68 for further information on submitting nominations. Once the Corporate Secretary properly receives a recommendation for nomination, the recommendation is sent to the Corporate Governance Committee for consideration. Candidates for directors nominated by shareholders will be given the same consideration as candidates nominated by other sources.

Table of Contents

CORPORATE GOVERNANCE

Governance Guidelines

At DTE Energy, we are committed to operating in an ethical, legal, environmentally sensitive and socially responsible manner, while creating long-term value for our shareholders. The foundation of our governance practices begins at the top, with the DTE Energy Board of Directors Mission Statement and Governance Guidelines (Governance Guidelines). The Governance Guidelines set forth the practices the Board follows with respect to Board composition and selection, Board meetings, the performance evaluation and succession planning for DTE Energy's Chief Executive Officer (CEO or Chief Executive Officer), Board committees, Board compensation, and communicating with the Board, among other things. The Governance Guidelines are also intended to align the interests of directors and management with those of our shareholders. The following is a summary of the Governance Guidelines, along with other governance practices at DTE Energy.

Election of Directors and Vacancies

Our Bylaws provide that the Board be divided into three classes, each class being as nearly equal in number as possible. At each annual shareholder meeting, the shareholders elect one class of directors for a three-year term, and elect any director who may be filling a vacancy in an unexpired term. With respect to Mr. Gilmour at the 2010 Annual Meeting of Shareholders, the Board in its discretion has asked Mr. Gilmour to stand for a special one-year term expiring in 2011. This Board has requested this to assist in the transitioning of leadership of the Board's Finance Committee. Mr. Gilmour, who is in a class of directors to be elected at the 2010 Annual Meeting of Shareholders, has consented to run for one additional year, with his term expiring at the 2011 Annual Meeting of Shareholders.

If a vacancy in the Board occurs between annual shareholder meetings, the vacancy may be filled by a majority vote of the directors then in office, and such person will be subject to election by the shareholders at the next annual shareholder meeting.

Under the Governance Guidelines, the Corporate Governance Committee periodically assesses the skills, characteristics and composition of the Board, along with the need for expertise and other relevant factors as it deems appropriate. In light of these assessments, and in light of the standards set forth in the Governance Guidelines, the Corporate Governance Committee may seek candidates with specific qualifications and candidates who satisfy other requirements set by the Board. We believe our Board should be comprised of directors who have had experience on other boards, high-level executive experience, been tested through economic downturns and crises, and have a variety of experience and backgrounds. Diversity, industry experience and regional relationships are also factors in Board nominee selection. We believe this type of composition enables the Board to oversee the management of the business and affairs of the Company effectively. Information about the skills, experiences and qualifications of our directors is included in their biographies beginning on page 22.

The Corporate Governance Committee considers candidates who have been properly nominated by shareholders, as well as candidates who have been identified by Board members and Company personnel. In addition, the Corporate Governance Committee may use a search firm to assist in the search for candidates and nominees and to evaluate the nominees' skills against the Board's criteria. Based on its review of all candidates, the Corporate Governance Committee recommends a slate of director nominees for election at the annual meeting of shareholders. The slate of nominees may include both incumbent and new nominees.

Potential candidates are reviewed and evaluated by the Corporate Governance Committee, and certain candidates are interviewed by one or more Corporate Governance Committee members. An invitation to join the Board is extended by the Board itself, through the Chairman and the Chair of the Corporate Governance Committee.

During 2009, the Corporate Governance Committee retained a third-party search firm to assist in identifying, evaluating and recruiting potential director candidates. The Corporate Governance Committee screened director

Table of Contents

candidates and recommended to the Board that Mark A. Murray be elected as a director. Mr. Murray was elected at the 2009 annual meeting of shareholders to serve for a term expiring in 2011.

Composition of the Board and Director Independence

Our Governance Guidelines state that the exact size of the Board will be determined by the Board from time to time. Currently, our Governance Guidelines set the size of the Board at no less than 10 and no more than 18 directors.

Director Independence and Categorical Standards

As a matter of policy, in accordance with NYSE listing standards, we believe that the Board should consist of a majority of independent directors. The Board must affirmatively determine that a director has no material relationship with the Company, either directly or indirectly, or as a partner, shareholder or officer of an organization that has a relationship with the Company. The Board has established the following categorical standards for director independence, which are more stringent than the NYSE independence standards for former Company executives:

A director, for whom any of the following is true, will not be considered independent:

A director who is currently, or has been at any time in the past, an employee of the Company or a subsidiary.

A director whose immediate family member is, or has been within the last three years, an executive officer of the Company.

A director who receives, or whose immediate family member receives, more than \$120,000 in direct compensation from the Company during any twelve-month period within the last three years, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

A director or a director with an immediate family member who is a current partner of a firm that is the Company's internal or external auditor; the director is a current employee of such a firm; the immediate family member is a current employee of such a firm and personally works on the Company's audit; or the director or immediate family member was, within the last three years, a partner or employee of such a firm and personally worked on the Company's audit within that time.

A director who is employed, or whose immediate family member is employed, or has been employed within the last three years, as an executive officer of another company where any of the Company's present executives at the same time serves or served on that company's compensation committee.

A director who is a current employee, or whose immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues is not independent until three years after falling below such threshold.

Contributions to a tax-exempt organization will not be considered to be a material relationship that would impair a director's independence if a director serves as an executive officer of a tax-exempt organization and, within the preceding three years, contributions in any single fiscal year were less than \$1 million or 2% (whichever is greater) of such tax-exempt organization's consolidated gross revenues.

Applying these standards, the Board has affirmatively determined that a majority of our directors qualify as independent and have no material relationship with the Company. The independent directors are Lillian Bauder, W. Frank Fountain, Jr., Allan D. Gilmour, Frank M. Hennessey, Gail J. McGovern, Eugene A. Miller, Mark A. Murray, Charles W. Pryor, Jr., General Josue Robles, Jr., Ruth G. Shaw and James H. Vandenberghe. Directors Anthony F. Earley, Jr., Gerard M. Anderson and John E. Lobbia are not independent directors and may be deemed to be affiliates of the Company under the categorical standards. Mr. Earley is not considered

Table of Contents

independent under the Company's categorical standards due to his current employment as CEO; Mr. Anderson is not considered independent due to his current employment as President and Chief Operating Officer (Chief Operating Officer or COO); and Mr. Lobbia is not considered independent due to his prior employment as Chairman and CEO of the Company. Mr. Glancy, who retired from the Board effective April 30, 2009, was not considered independent due to his prior employment as Chairman and Chief Executive Officer of MCN Energy Group, Inc. (MCN).

Board Committees

The Board has standing committees for Audit, Corporate Governance, Finance, Nuclear Review, Organization and Compensation and Public Responsibility. The Board committees act in an advisory capacity to the full Board, except that the Organization and Compensation Committee has direct responsibility for the CEO's goals, performance and compensation along with compensation of other executives, and the Audit Committee has direct responsibility for appointing, replacing, compensating and overseeing the independent registered public accounting firm. Each committee has adopted a charter that clearly establishes the committee's respective roles and responsibilities. In addition, each committee has authority to retain independent outside professional advisors or experts as it deems advisable or necessary, including the sole authority to retain and terminate any such advisors, to carry out its duties. The Board has determined that each member of the Audit, Corporate Governance, and Organization and Compensation Committees is independent under our categorical standards and that each member is free of any relationship that would interfere with his or her individual exercise of independent judgment. The Board has also determined that each member of the Audit Committee meets the independence requirements under the SEC rules and NYSE listing standards applicable to Audit Committee members.

Election of the Chairman and the CEO; Presiding Director

Our Bylaws currently provide that the Chairman may simultaneously serve as the CEO of the Company and shall preside at all meetings of the Board. In addition, if the Chairman and CEO positions are held by the same individual, the Board may elect an independent director as Presiding Director who would serve until the next annual meeting.

The Board believes it is in the best interests of the Company and shareholders for the Board to have flexibility in determining whether to separate or combine the roles of Chairman and Chief Executive Officer based on the Company's circumstances. The Board has strong governance structures and processes in place to ensure the independence of the Board, eliminate conflicts of interest and prevent dominance of the Board by senior management. The Mission and Guidelines and various committee charters provide for independent discussion among directors and for independent evaluation of, and communication with, many members of senior management.

The Board members have considerable experience and knowledge regarding the challenges and opportunities facing the Company and shareholders. The Board believes, therefore, that separating the roles of Chairman and Chief Executive Officer is unnecessary. At this time, the Board believes that Mr. Earley is uniquely qualified through his experience and expertise to be the person who generally sets the agenda for, and leads discussions of, strategic issues for the Company. Nevertheless, the Board will separate these functions when it considers the separation to be in the best interests of the Company and shareholders.

With the Chairman and CEO positions held by Mr. Earley, the Board believes a good governance practice is to elect a Presiding Director from the independent directors. The Presiding Director will have such responsibilities as required under the NYSE listing standards, as well as such other responsibilities as determined by the Board. On March 26, 2009, the Board unanimously elected Mr. Miller as the Presiding Director. As Presiding Director, Mr. Miller's duties include:

Calling regularly scheduled executive sessions; presiding at Board executive sessions of non-management directors or independent directors; and providing feedback regarding such sessions, as appropriate, to the Chairman and CEO;

Table of Contents

Reviewing shareholder communications addressed to the Board or to the Presiding Director;

Organizing Board meetings in the absence of the Chairman and CEO; presiding at any session of the Board where the Chairman and CEO is not present;

Designating one or more directors as alternate members of any committee to replace an absent or disqualified member at any committee meeting, provided that, in the event an alternate member is designated for the Audit, Corporate Governance or Organization and Compensation Committee, the designate meets the Company's categorical standards for director independence and SEC requirements;

Consulting with the Chairman and CEO in the selection of topics to be discussed when developing the annual Board calendar;

In consultation with the Board, retaining independent advisors on behalf of the Board as the Board determines to be necessary or appropriate;

Participating in the Organization and Compensation Committee's annual review and approval of the CEO's corporate goals and objectives and evaluation of the CEO's performance against those goals;

Reviewing and consulting with the Chairman and the Corporate Secretary on Board meeting agendas; and

Collaborating with the Chairman and the Corporate Secretary on scheduling Board and Committee meetings.

Board Meetings and Attendance

The Board met six times in 2009. A portion of each Board meeting is spent with the Chairman and CEO and no other management members. All of the incumbent directors, except Ms. McGovern, attended at least 75% of the Board meetings and the meetings of the committees on which they served, 11 of whom had a 100% attendance record. Ms. McGovern's attendance was the result of conflicts with pre-scheduled Board meetings at DTE Energy and the American Red Cross when she was initially elected the organization's Chief Executive Officer. The conflicts have since been resolved and Ms. McGovern attended all of the Company's Board and Committee meetings during the second half of 2009. All directors then in office attended last year's annual meeting.

Terms of Office

The Board has not established term limits other than the current three-year terms of office. However, the Corporate Governance Committee of the Board has established policies that independent directors should not stand for election after attaining the age of 72, unless the Board waives this provision when circumstances exist which make it prudent to continue the service of the particular independent director. Directors who are retired CEOs of the Company or its subsidiaries shall not stand for election after attaining the age of 70. Except for the CEO, who may continue to serve as a director for so long as he is serving as Chairman, current employees who are also directors will not stand for re-election after retiring from employment with the Company. Mr. Gilmour, who has reached the mandatory retirement age, has consented to run for one additional year, in order to assist the Board with its transition plans for the Board's Finance Committee. Mr. Gilmour, who is in a class of directors to be elected at the 2010 Annual Meeting of Shareholders, has been nominated to run as a director with his term expiring at the 2011 Annual Meeting of Shareholders.

Executive Sessions

It is the Board's practice that the non-management directors meet in executive session at every regular Board meeting and meet in executive session at other times whenever they believe it would be appropriate. The non-management directors met in executive sessions (sessions without the CEO or any representatives of management present) at all six Board meetings in 2009. At least once per year, the non-management directors meet in executive session to review the Organization and Compensation Committee's performance review of the CEO and the President. The Presiding Director chairs the executive sessions of non-management directors.

Table of Contents

Assessment of Board and Committee Performance

The Board evaluates its performance annually. In addition, each Board committee performs an annual self-assessment to determine its effectiveness. Periodically, the Board performs a peer review of all directors who have served one year or more. The results of the Board and Committee self-assessments are discussed with the Board and each Committee, respectively. The results of the individual peer review are reviewed by the Chair of the Corporate Governance Committee and discussed with the Corporate Governance Committee. The Chair of the Corporate Governance Committee discusses the results of the peer review with individual directors, as directed by the Corporate Governance Committee.

Board Compensation and Stock Ownership

The Company has established a Board compensation structure intended to provide compensation of approximately one-half cash and one-half equity. The Board has stock ownership guidelines that set specific Company stock ownership requirements based on the director's years of service on the Board. (See Director Stock Ownership on page 17.)

Codes of Business Conduct and Ethics

The DTE Energy Board of Directors Code of Business Conduct and Ethics, the Officer Code of Business Conduct and Ethics and the DTE Energy Way are the standards of behavior for Company directors, officers, and employees. Any waiver of, or amendments to, the Board of Directors Code of Business Conduct and Ethics and the Officer Code of Business Conduct and Ethics as it pertains to the CEO, the Chief Financial Officer, senior financial officers and other Executive Officers, as defined in the Security Ownership of Directors and Officers section on page 19, will be disclosed promptly by posting such waivers or amendments on the Company Web site, www.dteenergy.com. There were no waivers or amendments during 2009.

Communications with the Board

The Company has established several methods for shareholders or other non-affiliated persons to communicate their concerns to the directors.

Concerns regarding auditing, accounting practices, internal controls, or other business ethics issues may be submitted to the Audit Committee through its reporting channel:

| | |
|---------------|---|
| By telephone: | 877-406-9448 |
| or | |
| By Internet: | ethicsinaction.dteenergy.com |
| or | |
| By mail: | For auditing, accounting practices or internal control matters: DTE Energy Company Audit Committee One Energy Plaza Room 2441 WCB Detroit, Michigan 48226-1279 |

For business ethics issues:
DTE Energy Company
Office of the Assistant to the Chairman
One Energy Plaza
Room 2343 WCB
Detroit, Michigan 48226-1279

Table of Contents

Any other concern may be submitted to the Corporate Secretary by mail for prompt delivery to the Presiding Director at:

Presiding Director
c/o Corporate Secretary
DTE Energy Company
One Energy Plaza
Room 2465 WCB
Detroit, Michigan 48226-1279

Periodically, we revise our governance information in response to changing regulatory requirements and evolving corporate governance developments. Current copies of the Governance Guidelines, committee charters, categorical standards of director independence and the codes of ethics referred to above are available on our Web site at www.dteenergy.com, in the Investors Corporate Governance section. You can also request a copy of any or all of these documents and a copy of the Company's annual report on Form 10-K by mailing your request to the Corporate Secretary, DTE Energy Company, One Energy Plaza, Room 2465 WCB, Detroit, Michigan 48226-1279.

The information on the Company's Web site is not, and shall not be deemed to be, a part of this Proxy Statement or incorporated into any other filings the Company makes with the SEC.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The table below reflects the membership and the number of meetings held by each Board committee during 2009.

| Board Members | Corporate | | | Nuclear Review | Organization & | Public |
|---------------------------|-----------|------------|----------|-------------------|-------------------|----------|
| | Audit | Governance | Finance | | Compensation | |
| Gerard M. Anderson | | | | | | |
| Lillian Bauder(1) | | X* | | X | | X |
| Anthony F. Earley, Jr. | | | | | | |
| W. Frank Fountain, Jr.(2) | X | | | | | X* |
| Allan D. Gilmour | | X | X* | | X | |
| Alfred R. Glancy III(3) | | | X | | | X* |
| Frank M. Hennessey | X* | | | | X | |
| John E. Lobbia | | | X | X | | |
| Gail J. McGovern | | | X | | | X |
| Eugene A. Miller | | X | X | | X* | |
| Mark A. Murray(4) | | | | | | X |
| Charles W. Pryor, Jr. | | | X | X* | | |
| Josue Robles, Jr. | X | | | | | X |
| Ruth G. Shaw | | | | X | X | |
| James H. Vandenberghe(5) | X | X | X** | | | |
| 2009 Meetings | 10 | 6 | 7 | 5 | 6 | 3 |

* Chair

** Vice-Chair

Table of Contents

- (1) Dr. Bauder began serving on the Public Responsibility Committee June 2009.
- (2) Mr. Fountain became chair of the Public Responsibility Committee effective in May 2009.
- (3) Mr. Glancy retired from the Board in April 2009.
- (4) Mr. Murray began serving on the Public Responsibility Committee in June 2009.
- (5) Mr. Vandenberghe began serving on the Finance Committee in June 2009.

Following is a summary of the terms of each committee's charter and the responsibilities of its members:

Audit Committee

Assists the Board in its oversight of the quality and integrity of our accounting, auditing and financial reporting practices and the independence of the independent registered public accounting firm.
Reviews scope of the annual audit and the annual audit report of the independent registered public accounting firm.
Reviews financial reports, internal controls and financial and accounting risk exposures.
Reviews accounting policies and system of internal controls.
Responsible for the appointment, replacement, compensation and oversight of the independent registered public accounting firm.
Reviews and pre-approves permitted non-audit functions performed by the independent registered public accounting firm.
Reviews the scope of work performed by the internal audit staff.
Reviews legal or regulatory requirements or proposals that may affect the committee's duties or obligations.
Retains independent outside professional advisors, as needed.

The Board has determined that each member of the Audit Committee is financially literate. The Board has reviewed the qualifications and experience of each of the Audit Committee members and determined that each member of the Audit Committee qualifies as an audit committee financial expert as that term has been defined by the SEC.

Corporate Governance Committee

Reviews and assists the Board with corporate governance matters.
Considers the organizational structure of the Board.
Identifies and reports to the Board risks associated with the Company's governance practices and the interaction of the Company's governance with enterprise risk management.
Recommends the nominees for directors to the Board.
Reviews recommended compensation arrangements for the Board, director and officer indemnification and insurance for the Board.
Reviews recommendations for director nominations received from shareholders.
Reviews shareholder proposals and makes recommendations to the Board regarding the Company's response.
Reviews best practices in corporate governance and recommends corporate and Board policies/practices, as appropriate.
Retains independent outside professional advisors, as needed.

Finance Committee

Reviews matters related to capital structure.
Reviews major financing plans.
Recommends dividend policy to the Board.
Reviews financial planning policies and investment strategy.
Reviews and approves the annual financial plan and forecasts.
Reviews certain capital expenditures.
Reviews insurance and business risk management.

Table of Contents

Receives reports on the strategy, investment policies, adequacy of funding and performance of post-retirement obligations.
Reviews certain potential mergers, acquisitions and divestitures.
Reviews investor relations activities.
Retains independent outside professional advisors, as needed.

Nuclear Review Committee

Provides non-management oversight and review of the Company's nuclear facilities.
Reviews the financial, operational and business plans at the Company's nuclear facilities.
Reviews the overall performance at the Company's nuclear facilities.
Reviews the policies, procedures and practices related to health and safety, potential risks, resources and compliance at the Company's nuclear facilities.
Reviews the impact of changes in regulation on the Company's nuclear facilities.
Retains independent outside professional advisors, as needed.

Organization and Compensation Committee

Reviews the CEO's performance and approves the CEO's compensation.
Approves the compensation of certain other executives.
Administers the executive incentive plans and oversees the Company's overall executive compensation and benefit plan philosophy, structure and practices, and the risks involved in executive compensation plans.
Reviews and approves executive employment agreements, severance agreements and change-in-control agreements, along with any amendments to those agreements.
Reviews executive compensation programs to determine competitiveness.
Recommends to the full Board the officers to be elected by the Board.
Reviews succession and talent planning.
Retains independent outside professional advisors, as needed.

Public Responsibility Committee

Reviews and advises the Board on emerging social, economic, political and environmental issues.
Reviews reports from management with respect to risk exposures related to social, economic, political and environment issues and advises the Board on management's procedures for monitoring, controlling and reporting on such exposures.
Reviews the Company's policies on social responsibilities.
Reviews employee policies and safety issues related to employees, customers and the general public.
Reviews strategic initiatives and activities relating to the environment.
Reviews the policies, programs, performance and activities relating to the Company's compliance and ethics programs.
Retains independent outside professional advisors, as needed.

BOARD OF DIRECTORS RISK OVERSIGHT FUNCTIONS

The Board receives, reviews and assesses reports from the Board Committees and from management relating to enterprise-level risks. Each Board Committee is responsible for overseeing and considering risk issues relating to their respective Committee and reporting their assessments to the full Board at each regularly scheduled Board meeting. When granting authority to management, approving strategies and receiving management reports, the Board and Committees consider, among other things, the risks we face. Each Committee reviews management's assessment of

risk for that Committee's respective area of responsibility. The Audit Committee considers risk issues, policies and controls associated with our overall financial reporting and disclosure process and legal compliance, and reviews policies on risk control assessment and accounting risk exposure. In addition to its regularly scheduled meetings, the Audit Committee meets with the Chief Financial Officer, the General Auditor, the Chief Risk Officer and the independent registered public accounting

Table of Contents

firm in executive sessions at least quarterly, and meets in executive session with the General Counsel and the Chief Compliance Officer at least annually and as determined from time to time by the Audit Committee. The Finance Committee oversees financial, capital, credit and insurance risk. The Organization and Compensation Committee assesses and discusses with the Board the relationship between the inherent risks in executive compensation plans, executive compensation arrangements and executive performance goals and payouts, and how the level or risk corresponds to the Company's business strategies. The Corporate Governance Committee reports to the Board regarding those risks associated with the Company's governance practices and the interaction of the Company's governance with enterprise risk-level management. The Nuclear Review Committee reviews risk relating to the operation of our nuclear power facilities. The Public Responsibility Committee deals with matters of risk associated with social responsibility, reputation, safety and the environment. As part of its oversight function, the Board discusses any risk conflicts that may arise between the Committees or assigns to a Committee risk issues that may arise which do not fall within a specific Committee. All Board Committees meet periodically with members of senior management to discuss the relevant risks and challenges facing the Company.

The Company also utilizes an internal Risk Management Committee, chaired by the Chief Executive Officer and comprised of the Chief Operating Officer, Chief Financial Officer, Chief Risk Officer, General Counsel, General Auditor and other senior officers, that, among other things, directs the development and maintenance of comprehensive risk management policies and procedures, and, among other things, sets, reviews and monitors risk limits on a regular basis for enterprise-level risks, counter-party credit and commodity-based exposures. The Company's Chief Risk Officer attends all Audit Committee meetings and meets annually with the joint Audit Committee and Finance Committee to update the members on the Company's enterprise-level risk management. The Chief Risk Officer also periodically meets with the other Board Committees and the full Board as may be required.

The Board believes that the committee structure of risk oversight is in the best interests of the Company and its shareholders. Each Committee member has expertise on risks relative to the nature of the Committee on which he/she sits. With each Committee reporting on risk issues at full Board meetings, the entire Board is in a position to assess the overall risk implications, how they may affect the Company and to provide oversight on appropriate actions for management to take.

With regard to risk and compensation programs and policies, the Company's DTE Energy Trading, Inc. (Energy Trading) segment has compensation programs and policies that are structured differently than other units within the Company. These compensation programs and policies are designed to discourage excessive risk taking by the Energy Trading employees and are subject to specific written policies and procedures administered by members of the Company's senior management. The Company has determined that the Energy Trading compensation programs and policies do not create risks that are reasonably likely to have a material adverse effect on the Company.

Table of Contents**BOARD OF DIRECTORS COMPENSATION****Elements of Director Compensation**

Employee directors receive no payment for service as directors. The goal of our compensation policies for non-employee directors is to tie their compensation to your interests as shareholders. Accordingly, approximately 50% of a director's annual compensation is in the form of equity-based compensation, including phantom shares of our common stock. Generally, the compensation program for non-employee directors is reviewed on an annual basis by the Corporate Governance Committee and the Board, as presented by management. This review includes a review of a comparative peer group of companies that is identical to the peer group used to review executive compensation (See Executive Compensation Compensation Discussion and Analysis beginning on page 44). Due to economic conditions, a review of comparable peer group companies was not conducted in 2009. No changes are anticipated to the non-employee director compensation program for 2010. For total compensation paid to each director during 2009, see the 2009 Director Compensation Table on page 66. The compensation program is described below.

Cash Compensation

| | |
|--|---|
| Cash retainer | \$60,000 annually |
| Presiding Director retainer | \$15,000 annually |
| Committee chair retainer | \$10,000 annually for Audit Committee Chair and Organization and Compensation Committee Chair |
| | \$5,000 annually for all other Committee chairs |
| Committee meeting fees and fees for special services | \$1,000 per meeting/occurrence |
| Board meeting fee | \$2,000 per meeting |

Equity Compensation

| | |
|----------------------------------|--|
| Upon first election to the Board | 1,000 shares of restricted DTE Energy common stock |
| Annual stock compensation | 2,000 phantom shares of DTE Energy common stock(1) |

- (1) Phantom shares of DTE Energy common stock are credited to each non-employee director's account in January of each year. Phantom share accounts are also credited with dividend equivalents which are reinvested into additional phantom shares. For phantom shares granted after 2004, payment of the cash value is made three years after the date of grant unless otherwise deferred by voluntary election of the director. For phantom shares granted before 2005, payment of the cash value occurs only after the date a director terminates his or her service on the Board.

Payment of Non-Employee Director Fees and Expenses

Retainers and all meeting fees for non-employee directors are either (i) payable in cash or (ii) at the election of the director, deferred into an account pursuant to the DTE Energy Company Plan for Deferring the Payment of Directors Fees. Non-employee directors may defer up to 100% of their annual retainer and meeting fees into an unfunded deferred compensation plan. Deferred fees may accrue for future payment, with interest accrued monthly at the 5-year U.S. Treasury Bond rate as of the last business day of each month or, at the election of the director, they may be invested in phantom shares of our common stock with all imputed dividends reinvested.

In addition to the retainers and fees, non-employee directors are reimbursed for their travel expenses incurred in attending Board and committee meetings, along with reimbursement for fees and expenses incurred when attending director education seminars or special meetings requested by management.

Additional payments were provided to or on behalf of Mr. Glancy through his retirement from the Board in April 2009 in connection with the DTE Energy/MCN merger in 2001. See page 20 for a description of the terms of Mr. Glancy's agreement with the Company.

Table of Contents**Directors Retirement Plan**

Benefits under the DTE Energy Company Retirement Plan for Non-Employee Directors were frozen as of December 31, 1998, and all non-employee directors were deemed vested on that date. No further benefits will accrue. Messrs. Gilmour and Miller and Dr. Bauder are the only current directors covered by this plan and, upon their retirement from the Board, they will each receive \$3,415 per month for 45, 111, and 152 months, respectively.

Director Life Insurance

The Company provides each non-employee director with group-term life insurance in the amount of \$20,000 and travel accident insurance in the amount of \$100,000.

Director Stock Ownership

We have established stock ownership guidelines for directors to more closely tie their interests to those of shareholders. Under these guidelines, the Board requires that each director own shares of the Company's common stock beginning no later than 30 days after election to the Board. In addition, directors are required to own, within five years after initial election to the Board, shares of Company stock having a value equal to two times their annual cash and phantom stock compensation. Common stock, time-based restricted stock, and phantom shares held by a director are counted toward fulfillment of this ownership requirement. As of January 1, 2010, all directors met the initial common stock ownership requirement and those directors who have served as a director for at least five years after their initial election have fulfilled the five-year requirement.

INFORMATION ON COMPANY EXECUTIVE OFFICERS

Under our Bylaws, the officers of DTE Energy are elected annually by the Board of Directors, each to serve until his/her successor is elected and qualified, or until his/her resignation or removal. The executive officers of the Company elected by the Board for 2009 are as follows:

| Name | Age(1) | Present Position | Present Position Held Since |
|------------------------|---------------|---|------------------------------------|
| Anthony F. Earley, Jr. | 60 | Chairman of the Board and Chief Executive Officer | 08/01/98 |
| Gerard M. Anderson | 51 | President and Chief Operating Officer | 10/31/05(2) |
| David E. Meador | 52 | Executive Vice President and Chief Financial Officer | 06/23/04 |
| Lynne Ellyn | 59 | Senior Vice President and Chief Information Officer | 12/31/01 |
| Paul C. Hillegonds | 60 | Senior Vice President | 05/16/05(3) |
| Steven E. Kurmas | 53 | President and Chief Operating Officer, Detroit Edison & Group President, DTE Energy Company | 12/08/08(2) |
| Bruce D. Peterson | 53 | Senior Vice President and General Counsel | 06/25/02 |
| Gerardo Norcia | 46 | President and Chief Operating Officer, MichCon & Group | 06/28/07(2) |

Edgar Filing: DTE ENERGY CO - Form DEF 14A

| | | | |
|-------------------|-----------|-------------------------------|-------------|
| Larry E. Steward | 57 | President, DTE Energy Company | 01/15/01 |
| Peter B. Oleksiak | 43 | Vice President | 02/07/07(2) |
| Sandra K. Ennis | 53 | Vice President and Controller | 08/04/05(2) |
| | | Corporate Secretary | |

(1) As of December 31, 2009.

Table of Contents

- (2) These executive officers held various positions at DTE Energy for at least five or more years.
- (3) For eight years prior to joining DTE Energy, Mr. Hillegonds was president of Detroit Renaissance, a private, non-profit executive leadership organization dedicated to the growth of the southeast Michigan economy.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During 2009, the Organization and Compensation Committee consisted of Messrs. Gilmour, Hennessey and Miller and Dr. Shaw. No member of the Organization and Compensation Committee has served as an officer or employee of the Company or any of its subsidiaries nor has any member of the Organization and Compensation Committee formerly served as an officer of the Company or any of its subsidiaries. During 2009, none of the executive officers of the Company served on the board of directors or on the compensation committee of any other entity, any of whose executive officers served either on the Board or on the Organization and Compensation Committee of the Company.

INDEMNIFICATION AND LIABILITY

Pursuant to Article VI of our Articles of Incorporation, to the fullest extent permitted by law, no director of the Company shall be personally liable to the Company or its shareholders in the performance of his/her duties.

Article VII of our Articles of Incorporation provides that each person who is or was or had agreed to become a director or officer, or each person is or was serving or who had agreed to serve at the request of the Board of Directors as an employee or agent of the Company, or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including heirs, executors, administrators or estate of such person), shall be indemnified by the Company to the fullest extent permitted by law. We have entered into indemnification agreements with each of our directors and executive officers. These agreements require the Company to indemnify such individuals for certain liabilities to which they may become subject as a result of their affiliation with the Company.

The Company, the directors and officers in their capacities as such are insured against liability for alleged wrongful acts (to the extent defined) under eight insurance policies providing aggregate coverage in the amount of \$185 million.

Table of Contents**SECURITY OWNERSHIP OF DIRECTORS AND OFFICERS**

The following table sets forth information as of January 4, 2010, with respect to beneficial ownership of common stock, phantom stock, performance shares, and options exercisable within 60 days for (i) each of our directors and nominees for director, (ii) our Chief Executive Officer, Chief Financial Officer and the three other highest paid executive officers (the Named Executive Officers), and (iii) all executive officers and directors as a group. Executive officers for this purpose are those individuals defined as Executive Officers under Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Unless otherwise indicated, each of the named individuals has sole voting and/or investment power of the shares identified. To our knowledge, no member of our management team or director was a beneficial owner of one percent or more of the outstanding shares of common stock as of January 4, 2010.

Amount and Nature of Beneficial Ownership as of January 4, 2010

| Name of Beneficial Owners | Common Stock(1) | Phantom Stock(2) | Other Shares That May Be Acquired(3) | Options Exercisable Within 60 Days |
|--|------------------------|-------------------------|---|---|
| Gerard M. Anderson | 115,873 | 8,860 | 62,000 | 313,333 |
| Lillian Bauder | 4,983 | 20,949 | 0 | 2,000 |
| Anthony F. Earley, Jr.(4) | 239,256 | 21,146 | 139,000 | 918,332 |
| W. Frank Fountain, Jr. | 1,000 | 9,411 | 0 | 0 |
| Allan D. Gilmour | 2,400 | 20,949 | 0 | 4,000 |
| Alfred R. Glancy III(5) | 6,569 | 0 | 0 | 4,000 |
| Frank M. Hennessey | 6,470 | 25,264 | 0 | 4,000 |
| Steven E. Kurmas | 32,173 | 1,072 | 15,500 | 105,999 |
| John E. Lobbia | 24,058 | 13,596 | 0 | 4,000 |
| Gail J. McGovern | 1,000 | 11,815 | 0 | 1,000 |
| David E. Meador | 52,242 | 2,878 | 26,000 | 128,666 |
| Eugene A. Miller | 2,400 | 29,287 | 0 | 4,000 |
| Mark A. Murray | 1,000 | 2,000 | 0 | 0 |
| Bruce D. Peterson | 33,822 | 2,712 | 18,000 | 98,666 |
| Charles W. Pryor, Jr. | 300 | 19,351 | 0 | 3,000 |
| Josue Robles, Jr. | 1,000 | 7,654 | 0 | 1,000 |
| Ruth G. Shaw | 1,000 | 6,315 | 0 | 0 |
| James H. Vandenberghe | 2,000 | 9,990 | 0 | 0 |
| Directors & Executive Officers as a group 24 persons | 615,029 | 216,695 | 308,250 | 1,836,291 |

(1) Includes directly held common stock, restricted stock and shares held pursuant to the 401(k) plan.

(2) Shares of phantom stock are acquired as follows: (a) by non-employee directors (i) as compensation under the DTE Energy Company Deferred Stock Compensation Plan for Non-Employee Directors and (ii) through participation in the DTE Energy Company Plan for Deferring the Payment of Directors Fees, and (b) by

executive officers pursuant to the (i) DTE Energy Company Supplemental Savings Plan, (ii) DTE Energy Company Executive Deferred Compensation Plan (This plan was closed effective as of January 1, 2007 for future deferrals. None of the Named Executive Officers participate in the plan.) and (iii) DTE Energy Company Executive Supplemental Retirement Plan. Shares of phantom stock may be paid out in either cash or stock.

- (3) Represents performance shares under the Long-Term Incentive Plan (as described beginning on page 49) that entitle the executive officers to receive shares or cash equivalents (or a combination thereof) in the future if certain performance measures are met. The performance share numbers assume that target levels of performance are achieved. Performance shares are not currently outstanding shares of our

Table of Contents

common stock and are subject to forfeiture if the performance measures are not achieved over a designated period of time. Executive officers do not have voting or investment power over the performance shares until performance measures are achieved. See the discussion in Executive Compensation Compensation Discussion and Analysis beginning on page 44.

- (4) Includes 2,616 shares held by Mr. Earley's son. Mr. Earley disclaims beneficial ownership of such shares.
- (5) Mr. Glancy retired from the Board effective April 30, 2009.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, officers and 10% shareholders (if any) to file reports of ownership and changes in ownership with respect to our securities with the SEC and to furnish copies of these reports to us. We reviewed the filed reports and written representations from our directors and executive officers (to our knowledge, we do not have any 10% shareholders) regarding the necessity of filing reports. Based on our review, all of the Section 16(a) filings were filed on a timely basis.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth information regarding the only persons or groups known to the Company to be beneficial owners of more than 5% of our outstanding common stock.

| Title of Class | Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class |
|-----------------------|---|--|-------------------------|
| Common Stock | BlackRock Inc. 40 East 52 nd Street New York, New York 10022 | 12,391,748(1) | 7.51% |

- (1) Based on information contained in Schedule 13G filed on January 29, 2010. Shares listed as beneficially owned by BlackRock are owned by the following entities: BlackRock Asset Management Japan Limited, BlackRock Advisors (UK) Limited, BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Canada Limited, BlackRock Asset Management Australia Limited, BlackRock Advisors, LLC, BlackRock Capital Management, Inc., BlackRock Financial Management, Inc., BlackRock Investment Management, LLC, BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (Dublin) Ltd, BlackRock Fund Managers Ltd, BlackRock International Ltd, BlackRock Investment Management UK Ltd, and State Street Research & Management Co. BlackRock Inc. has sole power dispositive power and sole voting power and is deemed to beneficially own 12,391,748 shares.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Related-person transactions have the potential to create actual or perceived conflicts of interest. The Company has policies in place to address related-party transactions. In addition, our Corporate Governance Committee and Audit Committee review potential dealings or transactions with related-parties. In general, employees and directors may not be involved in a business transaction where there is a conflict of interest with the Company. The DTE Energy Way requires non-officer employees to report conflicts of interest or potential conflicts of interest to their respective superiors; the Officer Code of Conduct and Ethics requires officers to report conflicts of interest or potential conflicts

of interest to the Company's General Counsel or to the Company's Board of Directors; and the Board of Directors Code of Business Conduct and Ethics requires directors to disclose conflicts of interest or potential conflicts of interest to the Company's Corporate Governance Committee or the Chairman of the Board. For directors and officers, any waivers of the Company's conflict of interest policy must be approved by the Board or a Board committee, as required under the Officer Code of Conduct and Ethics or Board of Directors Code of Business Conduct and Ethics and disclosed to shareholders.

Mr. Glancy reached the mandatory retirement age and retired from the Company effective April 2009. However, the Company had an agreement with Mr. Glancy during a portion of 2009. Mr. Glancy was the

Table of Contents

Chairman and Chief Executive Officer of MCN at the time of the DTE Energy/MCN merger in 2001. In connection with the merger, we entered into an agreement with Mr. Glancy which, among other things, stated that (a) we agreed to nominate Mr. Glancy to the Board in accordance with our normal procedures until he reached retirement age; (b) Mr. Glancy received personal secretarial services three days per week; (c) for as long as Mr. Glancy remained a member of our Board, we provided him with a home security system; (d) in the event that the Internal Revenue Service determines or claims that any payments or benefits provided to Mr. Glancy constitute excess parachute payments, we will make a tax reimbursement payment to him in accordance with the agreement; and (e) we will indemnify Mr. Glancy from any actions, suits or proceedings in connection with the agreement. Mr. Glancy is responsible for paying taxes on the imputed income relating to the secretarial services and home security system.

In addition, Mr. Hennessey was a director of MCN at the time of the merger. The shares he owned under the MCN Energy Group Inc. Nonemployee Directors Compensation Plan were converted to cash at the time of the merger and placed in a cash balance account for him in the DTE Energy Company Plan for Deferring the Payment of Directors Fees. The cash balance account is managed by the Company, with interest accumulating at a 10-year Treasury rate, with a 10-year payout beginning in 2001. During 2009, Mr. Hennessey received \$74,590 pursuant to this agreement.

Table of Contents

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

Our Bylaws require that the Board be divided into three classes. At each annual shareholder meeting, the shareholders elect one class of directors for a three-year term and elect directors who may be filling a vacancy in an unexpired term, if any. Mr. Gilmour, who is in the class of directors to be elected at the 2010 Annual Meeting of Shareholders, has consented to run for one year, with a term ending at the 2011 Annual Meeting of Shareholders. The Board has asked Mr. Gilmour to stand for a special one-year term expiring in 2011, in order that Mr. Gilmour may assist in the transitioning of leadership of the Board's Finance Committee. All of the other nominees have consented to serve the full three-year term if elected.

Proxies cannot be voted for more than four persons. If any nominee becomes unable or unwilling to serve at the time of the meeting, the persons named in the enclosed proxy card have discretionary authority to vote for a substitute nominee or nominees. It is anticipated that all nominees will be available for election.

The biographies of each of the nominees and continuing Directors below contain information regarding the person's service as a Director, business experience, and Director positions held currently or at any time during at least the last five years. The dates shown for service as a director of DTE Energy include service as a director of Detroit Edison, our former corporate parent and, as a result of a share exchange in 2001, now our wholly-owned subsidiary. In addition to the information presented below regarding each person's experience, qualifications, attributes, and skills that caused our Corporate Governance Committee and Board to determine that the person should serve as a Director, the Board believes that all of the Company's Directors have a reputation for integrity and honesty and adherence to high ethical standards. They each have demonstrated business acumen, strategic insight, an ability to exercise sound judgment, and a commitment to service and community involvement. Finally, we value their significant experience on other public company boards of directors and board committees and the diversity that they bring to our Board.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE NOMINEES FOR ELECTION AT THIS MEETING.

Table of Contents

Nominees for Election at this Meeting for Terms Expiring in 2013

Anthony F. Earley, Jr., age 60 Director since 1994

Mr. Earley has served as Chairman of the Board and Chief Executive Officer of the Company since 1998. He also served as the Company's President and Chief Operating Officer from 1994 through 2004. He received a B.S. in physics, M.S. in engineering and J.D. from the University of Notre Dame. In addition to his service on the Company's Board of Directors, Mr. Earley serves as a director of Masco Corporation, Ford Motor Company and as a director or trustee of many community and professional organizations. He also served as a director of Comerica Incorporated until 2009 and a director of Plug Power, Inc. until 2005. Mr. Earley's qualifications to sit on our Board include his 25 years of experience in the energy industry, including as our Chairman and Chief Executive Officer for 12 years and earlier as our President and Chief Operating Officer for 10 years and as President of another energy company for five years. Mr. Earley has served as a director of several other publicly-traded corporations and holds key leadership positions in well-respected industry groups, including the Edison Electric Institute and the Nuclear Energy Institute.

Frank M. Hennessey, age 72 Director since 2001

Mr. Hennessey has served as Chairman and Chief Executive Officer of Hennessey Capital, LLC, a provider of business and financial resources, since 2002. From 1995 to 2003, he was the Chairman of Emco Limited, a building materials manufacturer and distributor. He was also Vice Chairman and Chief Executive Officer of MascoTech, Inc., a transportation industry metalwork manufacturer from 1998 through 2000. Mr. Hennessey also served as Chief Executive Officer of Handleman Company from 1980 to 1989. He received a B.S. in business administration from Northeastern University. In addition to his service on the Company's Board of Directors, Emco Limited's Board of Directors and MascoTech's Board of Directors, Mr. Hennessey has served as a director or trustee of many community and professional organizations.

Mr. Hennessey's qualifications to sit on our Board include his experience as a Chief Executive Officer and in managing capital-intensive operations. In addition, he has extensive experience with public and financial accounting matters for complex organizations and strong skills in corporate finance, executive compensation and regulatory matters.

Table of Contents

Gail J. McGovern, age 58 Director since 2003

Ms. McGovern is currently the President and Chief Executive Officer of the American Red Cross and has served in that position since 2008. From 2002 to 2008, she was a Professor at Harvard Business School. Ms. McGovern also served as President of Fidelity Personal Investments, a unit of Fidelity Investments, from 1998 to 2002 and Executive Vice President of Consumer Markets, a division of AT&T, from 1997 to 1998. She received her B.A. in quantitative sciences from John Hopkins University and her M.B.A. from Columbia University. In addition to her service on the Company's Board of Directors, Ms. McGovern is a director of Hartford Financial Services Group, Inc. and a trustee of Johns Hopkins University. She also served as a director of Digitas, Inc. until 2007.

Ms. McGovern's qualifications to sit on our Board include her experience as a Chief Executive Officer and extensive executive experience in marketing and sales, customer relations, corporate finance, strategic planning and government relations and knowledge of regulatory matters. She also has served as a director of other publicly-traded corporations and a trustee of a major research university.

Nominee for Election at this Meeting for a Term Expiring in 2011

Allan D. Gilmour, age 75 Director since 1995

Mr. Gilmour is the retired Vice Chairman of Ford Motor Company, an automobile and automotive components manufacturer. He was Vice Chairman of Ford Motor Company from November 1992 until his initial retirement in January 1995 and returned to Ford Motor Company as Vice Chairman from May 2002 until his retirement in February 2005. Mr. Gilmour received his B.A. in economics from Harvard University and his M.B.A. from the University of Michigan. In addition to his service on the Company's Board of Directors, he is a director of Universal Technical Institute, Inc. and a director or trustee of many community and professional organizations. Mr. Gilmour also served as a director and presiding director of Whirlpool Corporation.

Mr. Gilmour's qualifications to sit on our Board include his experience as Vice Chairman and Chief Financial Officer of a Fortune 50 company. He has led large business organizations and has extensive executive experience in corporate finance, accounting, strategic planning and corporate development, combined with strong skills in corporate governance, executive compensation and mergers and acquisitions. He also has served as a director and/or presiding director of several other publicly-traded corporations.

Table of Contents

Directors Whose Present Terms Continue Until 2011

Lillian Bauder, age 70 Director since 1986

Dr. Bauder is a retired Vice President of Masco Corporation, a consumer products and services provider. Prior to her retirement from Masco Corporation in 2007, she served in various positions at Masco Corporation, including Vice President of Corporate Affairs from 1996 to 2005 and Chairman and President of the Masco Corporation Foundation during this same time period. Earlier, she was President and Chief Executive Officer of Cranbrook Educational Community for 13 years. Dr. Bauder received her B.A. from Douglass College, Rutgers University, and an M.A. and Ph.D. from the University of Michigan. In addition to her service on the Company's Board of Directors, she is a director of Comerica Incorporated and director or trustee of many community and professional organizations. Dr. Bauder's qualifications to sit on our Board include her experience as a Chief Executive Officer of a major non-profit educational institution. She also has extensive for-profit executive experience in corporate governance, strategic planning and corporate strategy development, combined with strong skill sets in organizational planning and community and governmental relations. She also has experience serving as a director of another publicly-traded corporation.

W. Frank Fountain, Jr., age 65 Director since 2007

Mr. Fountain has served as Chairman of the Walter P. Chrysler Museum Foundation Board of Directors since 2009. He is a retired executive of Chrysler, LLC, an automobile and automotive components manufacturer which was reorganized under Federal bankruptcy laws in 2009 after his retirement from that company. His positions at Chrysler, LLC included serving as Senior Advisor, Senior Vice President of External Affairs and Public Policy from 1998 to 2008 and Vice President, Government Affairs, from 1995 to 1998. Mr. Fountain received a B.A. in history and political science from Hampton University and an M.B.A. from the University of Pennsylvania Wharton School. In addition to his service on the Company's Board of Directors, he is a director or trustee of many community and professional organizations.

Mr. Fountain's qualifications to sit on our Board include his experience as a leader of large business organizations and extensive experience with public and financial accounting for complex organizations, combined with strong skills in corporate finance, public policy, and government relations and his knowledge of regulatory matters.

Mark A. Murray, age 55 Director since 2009

Mr. Murray has served as President of Meijer, Inc., a regional retail chain, since 2006. From 2001 to 2006, he was the President of Grand Valley State

University. He also served as Treasurer for the State of Michigan from 1999 to 2001 and Vice President of Finance and Administration for Michigan State University from 1998 to 1999. Mr. Murray received his B.S. in economics and his M.S. in labor and industrial relations from Michigan State University. In addition to his service on the Company's Board of Directors, he is a director of Universal Forest Products, Incorporated and a director or trustee of many community and professional organizations.

Mr. Murray's qualifications to sit on our Board include his experience as President of a major Michigan-based corporation and his experience as a university president and a State of Michigan government official. He also has extensive experience in financial accounting matters for complex organizations, strategic planning and corporate development, combined with strong skills in corporate finance, sales and marketing and government relations and public policy. He also has experience serving as a director of another publicly-traded corporation.

Table of Contents

Josue Robles, Jr., age 64 Director since 2003

Major General Josue (Joe) Robles, Jr. USA (Ret.) serves as President and Chief Executive Officer of USAA, an insurance and financial services company. He has held this position since 2007. He also served as Executive Vice President, Chief Financial Officer and Corporate Treasurer of USAA from 1994 to 2007. He received his B.B.A. in accounting from Kent State University and his M.B.A. from Indiana State University. General Robles served for more than 28 years in the military, including an assignment as Director of the Army Budget and the Commanding General, 1st Infantry Division (The Big Red One). In addition to his service on the Company's Board of Directors, he is a director of community and charitable organizations.

General Robles' qualifications to sit on our Board include his experience, both as a Chief Executive Officer and a Chief Financial Officer. He has extensive experience with public and financial accounting matters for complex organizations. He brings strong leadership skills as a result of his experience at the most senior levels of the United States Army. General Robles also has broad experience in corporate finance, information systems and controls, and government and community relations.

James H. Vandenberghe, age 60 Director since 2006

Mr. Vandenberghe is the retired Vice Chairman and a former director of Lear Corporation, an automotive supplier, and held this position from 1998 to 2008. Lear Corporation reorganized under Federal bankruptcy laws in 2009 after his retirement from that company. Mr. Vandenberghe also held various positions at Lear Corporation from 1988 to 1998, including President and Chief Operating Officer and Chief Financial Officer. He received his B.A. in business administration from Western Michigan University and his M.A. from Wayne State University. In addition to his service on the Company's Board of Directors and his prior service on Lear Corporation's Board of Directors, he is a director of Federal-Mogul Corporation and a director or trustee of many community and professional organizations.

Mr. Vandenberghe's qualifications to sit on our Board include his experience as a leader of major organizations and managing capital-intensive industries. As a former Chief Financial Officer, he has broad experience with public and financial accounting for complex organizations and corporate finance. He also has strong skills in corporate governance and strategic planning and corporate development and has experience serving as a director of other publicly-traded corporations.

Directors Whose Present Terms Continue Until 2012

Gerard M. Anderson, age 51 Director since 2009

Mr. Anderson has served as President and Chief Operating Officer of the Company since 2005. Mr. Anderson has also served in various positions at the Company since 1994, including service as President from 2004 to 2005 and Executive Vice President from 1997 to 2004. He received his B.S. in civil engineering from the University of Notre Dame and his M.B.A. and M.P.P. from the University of Michigan. In addition to his service on the Company's Board of Directors, he is a director of The Andersons, Inc. and a director of many community and non-profit organizations.

Mr. Anderson's qualifications to sit on our Board include his 16 years of experience in the energy industry, including five years as our President and Chief Operating Officer. Mr. Anderson also has extensive experience in strategic planning and corporate and business development, along with broad experience managing capital-intensive industries. He also has experience serving as a director of another publicly-traded corporation.

Table of Contents

John E. Lobbia, age 68 Director since 1988

Mr. Lobbia is the retired Chairman of the Board and Chief Executive Officer of the Company and served in this position from 1990 to 1998. During his career at the Company, he served in various positions, including President, from 1989 to 1994. Mr. Lobbia received his B.A. in electrical engineering from the University of Detroit. In addition to his service on the Company's Board of Directors, Mr. Lobbia has served as a director and trustee of many community and professional organizations.

Mr. Lobbia's qualifications to sit on our Board include his experience as a Chief Executive Officer and his extensive operational and engineering experience in the energy and nuclear industries. Mr. Lobbia also has broad experience managing capital-intensive industries, as well as strong skills in corporate finance, strategic planning, and regulatory matters. Mr. Lobbia has a deep understanding of the Company's customers, employees, products, and services that he acquired while working at our Company. He also has served on the Boards of both publicly-held and privately-held companies.

Eugene A. Miller, age 72 Director since 1989

Mr. Miller is the retired Chairman, President and Chief Executive Officer of Comerica Incorporated and Comerica Bank, a financial services company, and served in this position from 1993 to 2002. During his career at Comerica Incorporated, he held various positions including President and Chief Operating Officer. Mr. Miller received his B.B.A. from the Detroit Institute of Technology. In addition to his service on the Company's Board of Directors and Comerica Incorporated's Board of Directors, he has served as a director of Handleman Company, TriMas Corporation and a director or trustee of many community and professional organizations. Mr. Miller's qualifications to sit on our Board include his experience as a Chief Executive Officer and extensive executive experience in banking, corporate finance, corporate governance and strategic planning and corporate development, combined with strong skills in executive compensation, mergers and acquisitions, regulatory matters and community relations. He also has experience serving as a director of several other publicly-traded corporations.

Table of Contents

Charles W. Pryor, Jr., age 65 Director since 1999

Dr. Pryor serves as Chairman of Urenco Investments, a mineral enrichment provider, and has served in this position since 2007. He also served as President and Chief Executive Officer of Urenco Investments from 2006 to 2007 and served as President and Chief Executive Officer of Urenco, Inc. from 2003 to 2006. From 2002 to 2003, he served as Chief Executive Officer of Utility Services Business Group of British Nuclear Fuels, plc, and, from 1997 to 2002, he served as Chief Executive Officer of Westinghouse Electric Co. Dr. Pryor received his B.S. in civil engineering and his M.S. and Ph.D. in structural engineering from Virginia Tech. He also received an executive M.B.A. from Northeastern University. In addition to his service on the Company's Board of Directors and Urenco Investment's Board of Directors, Dr. Pryor is a director of Progress Energy, Inc. and a director or trustee of many community and professional organizations.

Dr. Pryor's qualifications to sit on our Board include his experience as a Chief Executive Officer and his extensive operational and engineering experience in the nuclear and energy industries. Dr. Pryor also has experience managing capital-intensive industries and strong skills in corporate finance, regulatory matters and strategic planning and corporate development. He also has experience serving as a director of another publicly-traded corporation in the utility industry.

Ruth G. Shaw, age 62 Director since 2008

Dr. Shaw is retired from Duke Energy, an energy company. During her career at Duke Energy, she held various positions, including Executive Advisor from 2007 to 2009. From 2006 to 2007, she served as Group Executive for Public Policy and President of Duke Nuclear. She also served as President and Chief Executive Officer of Duke Power Company from 2003 to 2006, and previously served as Chief Administrative Officer. Dr. Shaw received her B.A. and M.A. from East Carolina University and her Ph.D. from the University of Texas at Austin. In addition to her service on the Company's Board of Directors, she is a director of The Dow Chemical Company and a director or trustee of many community and professional organizations. Dr. Shaw is a previous board member of the Nuclear Energy Institute and the Institute of Nuclear Power Operations. She served as a director of Wachovia Corporation until 2008 and a director of Medcath until 2005.

Dr. Shaw's qualifications to sit on our Board include her experience as a Chief Executive Officer and her 15 years of experience in the energy and nuclear businesses and managing capital-intensive industries. She has broad knowledge of regulatory matters and strong skills in public policy, corporate communications, corporate governance, executive compensation and corporate finance. She also has experience serving as a director of other publicly-traded corporations.

Table of Contents

PROPOSAL NO. 2
RATIFICATION OF APPOINTMENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM

Subject to ratification by the shareholders, the Audit Committee has appointed PricewaterhouseCoopers LLP (PwC) as our independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending December 31, 2010 and to perform other audit-related services. Following the Audit Committee's appointment, the Board voted unanimously to recommend that our shareholders vote to ratify the Audit Committee's selection of PwC as our independent auditors for 2010.

For the year ended December 31, 2009, PwC was the Company's independent registered public accounting firm. Prior to 2009, Deloitte & Touche LLP (Deloitte) was the Company's independent registered public accounting firm and had performed these services since 1995. On September 25, 2008, the Audit Committee of the Board dismissed Deloitte as its independent registered public accounting firm. The dismissal was the result of a competitive proposal process and was effective as of the date of the completion of the audit services for the fiscal year ended December 31, 2008. The services were completed on February 27, 2009.

The report of PwC on the consolidated financial statements of DTE Energy for the year ended December 31, 2009 and the report of Deloitte on the consolidated financial statements of DTE Energy for the year ended December 31, 2008, did not contain adverse opinions or a disclaimer of opinions and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two most recent fiscal years, ended December 31, 2009 and 2008, and from January 1, 2010 through February 23, 2010, there were no disagreements with PwC or Deloitte on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to PwC's or Deloitte's satisfaction, would have caused PwC or Deloitte to make reference to the subject matter of such disagreements in connection with its reports on the Company's consolidated financial statements for such years.

During the Company's two most recent fiscal years, ended December 31, 2009 and 2008, and from January 1, 2010 through February 23, 2010, there were no reportable events as defined under Item 304(a)(1)(v) of Regulation S-K.

Representatives of PwC will be present at the annual meeting and will be afforded an opportunity to make a statement, if they desire, and to respond to appropriate questions from shareholders.

Fees to the Independent Registered Public Accounting Firms

The following table presents fees for professional services rendered by Deloitte for the audit of the Company's annual financial statements for the year ended December 31, 2008 and fees for professional services rendered by PwC for the audit of the Company's annual financial statements for the year ended December 31, 2009, and fees billed for other services rendered by Deloitte and PwC during the respective periods in which each served as the Company's independent registered public accounting firm.

| | Deloitte 2008 | PWC 2009 |
|---------------|--------------------------|---------------------|
| Audit fees(1) | \$ 6,957,843 | \$ 5,416,330 |

Edgar Filing: DTE ENERGY CO - Form DEF 14A

| | | |
|-----------------------|--------------|--------------|
| Audit related fees(2) | 593,852 | 48,500 |
| Tax fees(3) | 406,251 | 354,143 |
| All other fees(4) | 364,447 | 101,500 |
| Total | \$ 8,322,393 | \$ 5,920,473 |

(1) Represents fees for professional services performed by our independent registered public accounting firms for the audits of the Company's annual financial statements included in the Company's Form 10-K and of the Company's internal control over financial reporting, the review of financial statements included in the

Table of Contents

Company's Form 10-Q filings, and services that are normally provided in connection with regulatory filings or engagements. Audit fees are presented on an Audit Year basis in accordance with SEC guidelines and include an estimate of fees incurred for the most recent Audit Year.

- (2) Represents the aggregate fees billed for audit-related services, including internal control reviews and various attest services.
- (3) Represents fees billed for tax services, including tax reviews and planning.
- (4) Represents consulting services to assess our financial close process for the purpose of providing advice and recommendations.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Consistent with SEC policies regarding the independence of the registered public accounting firm, the Audit Committee is responsible for appointing, approving professional service fees of, and overseeing the work of the independent registered public accounting firm. The Audit Committee has established a policy regarding pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm.

Prior to engaging the independent registered public accounting firm to perform specific services, the Audit Committee pre-approves these services by category of service. The Audit Committee may delegate to the Chair of the Audit Committee, or to one or more other designated members of the Audit Committee, the authority to grant pre-approvals of all permitted services or classes of these permitted services to be provided by the independent registered public accounting firm up to, but not exceeding, a pre-defined limit. The decisions of the designated member to pre-approve a permitted service are reported to the Audit Committee at each scheduled meeting. At least quarterly, the Audit Committee reviews:

A report summarizing the services, or groupings of related services, including fees, provided by the independent registered public accounting firm.

A listing of new services requiring pre-approval, if any.

As appropriate, an updated projection for the current fiscal year, presented in a manner consistent with the proxy disclosure requirements, of the estimated annual fees to be paid to the independent registered public accounting firm.

All audit, audit-related, tax and other services performed by PwC were pre-approved by the Audit Committee in accordance with the regulations of the SEC. The Audit Committee considered and determined that the provision of the non-audit services by PwC during 2009 were compatible with maintaining independence of the registered public accounting firm.

Report of the Audit Committee

The purpose of the Audit Committee is to assist the Board's oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the Company's independent registered public accounting firm's qualifications and independence and the performance of the Company's internal audit function. All members of the Audit Committee meet the criteria for independence as defined in our categorical standards and the audit committee independence requirements under the SEC rules. The Audit Committee Charter also complies with requirements of the NYSE.

Management is responsible for the financial reporting process, including the system of internal controls, and for the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP). Management is also responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. The independent registered public accounting firm is responsible for auditing these financial statements and expressing an opinion as to their conformity with GAAP. The independent registered

Table of Contents

public accounting firm is also responsible for expressing an opinion on the effectiveness of the Company's internal control over financial reporting. The Audit Committee's responsibility is to monitor and review these processes, acting in an oversight capacity, and the Audit Committee does not certify the financial statements or internal control over financial reporting or guarantee the independent registered public accounting firm's reports. The Audit Committee relies, without independent verification, on the information provided to it including representations made by management and the reports of the independent registered public accounting firm.

The Audit Committee discussed with PwC the matters required to be discussed by audit standards, SEC regulations and NYSE requirements. Disclosures were received from PwC regarding its independence as required by applicable requirements of Public Company Accounting Oversight Board and discussed with them. The Audit Committee has considered whether the services provided by PwC other than those services relating to audit services are compatible with maintaining PwC's independence. The Audit Committee has concluded that such services have not impaired PwC's independence. The Audit Committee reviewed and discussed the audited financial statements for the year ended December 31, 2009 with management and PwC. Based on the review and discussions noted above, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended December 31, 2009. The Audit Committee reviewed and discussed Management's Report on Internal Control over Financial Reporting as of December 31, 2009 with management and PwC. Based on the review and discussions noted above, the Audit Committee recommended to the Board that Management's Report on Internal Control over Financial Reporting as of December 31, 2009 be included in the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended December 31, 2009.

In 2008, the Audit Committee requested proposals from major auditing firms for the audit of the Company's financial statements beginning in 2009. After an extensive review of those proposals, the Audit Committee appointed PwC as the Company's independent auditor beginning in fiscal year 2009, which was ratified by the shareholders at the 2009 Annual Meeting of Shareholders.

Audit Committee

Frank M. Hennessey, Chair
W. Frank Fountain, Jr.
Josue Robles, Jr.
James H. Vandenberghe

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Table of Contents

**PROPOSAL NO. 3
MANAGEMENT PROPOSAL
AMENDMENT TO ARTICLES OF INCORPORATION TO ELIMINATE CUMULATIVE VOTING**

The Board is seeking shareholder approval of an amendment to the Company's Amended and Restated Articles of Incorporation that will eliminate cumulative voting in director elections in order for the Board to adopt several new governance measures implementing election of directors by majority vote.

At the 2009 Annual Meeting of Shareholders, a shareholder proposal was presented that requested the Board take action to implement a majority voting standard in uncontested director elections. An uncontested director election is one where the number of director nominees for any director election is the same as the number of directors to be elected. A contested election is one where the number of director nominees for any director election exceeds the number of directors to be elected. The Company's Board supported a majority voting standard, and indicated to the shareholders that, if the shareholder proposal was approved, the Board would consider a majority voting standard in director elections along with the elimination of cumulative voting. The Board believes that cumulative voting is inconsistent with majority voting and that election of directors by majority vote should only be adopted if cumulative voting is eliminated.

The shareholder proposal passed at the 2009 Annual Meeting of Shareholders and the Board is proceeding to adopt several new governance measures to provide for a majority vote standard and a director resignation policy (if directors are not elected by a majority of votes cast) in uncontested director elections. These measures include an amendment to the Company's Amended and Restated Articles of Incorporation to eliminate cumulative voting.

With the elimination of cumulative voting, the Board can (a) amend the Company's Bylaws to establish majority voting in uncontested director elections and (b) adopt a director resignation policy in its Governance Guidelines, which policy will require a director who receives fewer than fifty percent of the votes cast in an uncontested director election to offer his or her resignation to the Company's Board of Directors.

The Board believes that amending the Articles to eliminate cumulative voting, amending the Bylaws to allow for majority voting and adopting a director resignation policy is in the shareholders' long-term best interests as a means of implementing election of directors by majority vote. The Board does not believe that cumulative voting is consistent with a majority voting standard for the election of directors. The elimination of cumulative voting by the shareholders, followed by the adoption of a majority vote standard by the Board, will benefit the Company and its shareholders and is consistent with the Company's desire to more closely align shareholder interests and Board accountability. This Proposal would not change the present number of directors, and the Board would retain the authority to change that number and to fill any vacancies or newly created directorships.

Under cumulative voting, a shareholder is entitled to cast a number of votes equal to the number of votes the shareholder would be entitled to cast, multiplied by the number of directors to be elected. The votes may be cast for the election of one nominee or may be distributed among as many nominees as desired. Cumulative voting enables individual shareholders or groups of shareholders with less than a majority of the shares to cumulate their votes to elect one or more directors. By aggregating votes and casting them for a single individual rather than casting a vote with respect to each nominee, shareholders holding substantially less than a majority of the voting shares may be able to elect one or more directors. Continued use of cumulative voting could interfere with the election of directors by a majority of votes cast, and the Board recommends a vote in favor of this proposal.

Currently, Article V, Section D of the Amended and Restated Articles of Incorporation, states:

In all elections of directors every holder of common stock, and every holder of preferred stock entitled to vote for the election of directors whose preferred stock has been granted the right to cumulate votes in the election of directors, shall have the right to vote the number of shares of stock owned by such shareholder for as many persons as there are directors to be elected and for whose election such shareholder has the right to vote, or to cumulate all the votes such shareholder could cast for election of

Table of Contents

directors and cast them all for one candidate or distribute them among candidates for whom such shareholder is entitled to vote, as such shareholder shall think fit.

If this Proposal is approved by the shareholders, the Board will adopt a majority vote director election standard by taking the following steps:

1. Article V, Section D of the Amended and Restated Articles of Incorporation will be repealed;
2. The Board will amend the Bylaws and eliminate cumulative voting provisions;
3. The Board will amend the Bylaws and add provisions requiring that, in uncontested director elections, a nominee for director must receive the affirmative vote of a majority of the votes properly cast at a meeting of shareholders, with the affirmative vote of a plurality of votes properly cast required in contested director elections; and
4. The Board will amend its Governance Guidelines to require an incumbent director who fails to receive the affirmative vote of at least fifty percent (50%) of the votes cast in an uncontested director election to submit his or her resignation. The resignation will be considered by the members of the Corporate Governance Committee and the Board.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL TO AMEND THE COMPANY S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO ELIMINATE CUMULATIVE VOTING.

Table of Contents

**PROPOSAL NO. 4
MANAGEMENT PROPOSAL
APPROVAL OF THE AMENDED AND RESTATED DTE ENERGY COMPANY
2006 LONG-TERM INCENTIVE PLAN**

The Board is seeking shareholder approval of material amendments to the DTE Energy Company 2006 Long-Term Incentive Plan (LTIP). In 2006, the Board of Directors adopted the LTIP and our shareholders approved the LTIP on April 27, 2006. In February 2007, the Board approved an amendment to the LTIP to change the definition of "Fair Market Value" under the LTIP from the average of the high and low prices of the Company's Common Stock on a given day to the closing price of the Company's Common Stock. In addition, in March 2007, the Board approved an amendment to the LTIP allowing the Administrator of the Plan to delegate to the Company's President the ability to make LTIP grants and awards to individuals not subject to the reporting and other provisions of Section 16 of the Securities Exchange Act of 1934 ("Exchange Act"). Shareholder approval of these non-material amendments was required under the rules of the New York Stock Exchange. In February 2010, the Board approved, effective upon shareholder approval at the 2010 Annual Meeting of Shareholders, additional amendments to the LTIP.

The material provisions of the proposed amendments are as follows:

Remove the limitation that the number of full value awards (e.g., restricted stock, performance shares, etc.) approved by the Organization and Compensation Committee cannot exceed 50% of the Common Stock authorized for issuance under the LTIP. With the removal of this restriction, the Organization and Compensation Committee is afforded greater flexibility to design compensation packages with a mix of restricted stock, performance shares and stock options for employees that enhance the Company's ability to attract and retain employees.

Include a provision that any agreement specifying the terms of a grant of a stock award, performance shares, performance units, or options must provide that any options not exercised, any stock awards not vested, or any performance shares or performance units not paid at the time a participant violates any confidentiality, noncompetition, or non-solicitation covenant imposed on the participant under any separate agreement between the participant and the Company or a subsidiary (as determined under the terms of the separate agreement) are immediately forfeited.

Include a provision that all agreements awarding performance shares must provide that dividend equivalents with respect to the award will not be paid before the performance shares are earned and vested. (Previously, dividend equivalents were paid to LTIP participants upon performance shares being granted.) The Board's Organization and Compensation Committee, who administers the LTIP for employees, approved changes to the actual LTIP agreements in June 2009 prohibiting the payment of dividends or dividend equivalents on unvested or unearned performance shares for grants in 2010 and thereafter.

Expressly prohibit the "recycling" of shares repurchased by stock option proceeds and expressly prohibit the "recycling" of shares tendered in payment of stock option exercise prices. Although the Company does not currently practice these types of share "recycling," the amendment would expressly prohibit the practice.

Restrict the award limits for non-employee directors to no more than 100,000 shares in aggregate. The Board, who administers the LTIP for non-employee directors, currently practices this restriction. As of December 31, 2009, 4000 shares have been granted.

Expand the types of LTIP amendments that are considered material and require shareholder approval.

In addition, shareholder approval of the LTIP, as amended and restated, would also include approval of the non-material amendments approved by the Board in 2007.

The following discussion refers to the LTIP, as amended and restated, assuming the amendments described above are approved by the shareholders by an affirmative vote of a majority of the votes cast.

The Board is seeking approval of the amendments to enable the Company to continue to offer the incentives necessary to attract and retain the employees needed to support the Company's future growth and success and

Table of Contents

align the long-term interests of employees with those of the shareholders. A summary of the amended LTIP, as amended and restated, follows, but this summary is qualified in its entirety by reference to the full text of the amended and restated LTIP, which is attached as Exhibit A to this Proxy Statement.

Material Terms of the LTIP

Participants: Any employee of DTE Energy or an entity in which DTE Energy has a direct or indirect ownership or other equity interest (Subsidiary) and any member of the Board, whether or not employed by DTE Energy or a Subsidiary, is eligible to participate if the plan administrator determines that the employee or director has contributed significantly, or may be expected to contribute significantly, to the profits or growth of DTE Energy or a Subsidiary. An eligible employee or director becomes a participant if he or she is selected to receive a LTIP award by the plan administrator.

Plan Administration: The Board administers the LTIP with respect to awards made to members of the Board who are not employees of DTE Energy or a Subsidiary. The Organization and Compensation Committee administers the LTIP with respect to awards made to employees of DTE Energy or a Subsidiary. The Committee may delegate to the CEO, and in certain instances, to the President, all or part of its authority and duties as to awards made to individuals not subject to Section 16 of the Exchange Act. References in this summary to the plan administrator include references to the Organization and Compensation Committee, any other committee appointed in its place, the CEO of DTE Energy or, in certain instances, the President of DTE Energy or the Board, as the context requires.

The plan administrator has the authority to determine the persons to whom awards will be made; to select the type, size and timing of each award; to set the terms and provisions of each award, consistent with the provisions of the LTIP; and to establish rules and policies for the plan. The plan administrator may not, however, grant to any participant in a single calendar year: (1) options for more than 500,000 shares of common stock; (2) stock awards for more than 150,000 shares of common stock; (3) performance share awards for more than 300,000 shares of common stock (based on the maximum payout under the award); or (4) more than 1,000,000 performance units, which have a face amount of \$1.00 each.

Aggregate Number of Plan Shares: The maximum aggregate number of shares of common stock that may be issued or acquired and delivered under the LTIP pursuant to the exercise of options, the grant of stock awards and the settlement of performance shares and performance units is 9,000,000, subject to adjustment in the event of certain changes in capitalization or other corporate transactions. Of this total, the aggregate limit of awards to non-employee directors is 100,000 shares. It is anticipated that the plan would have sufficient shares to satisfy the needs of the plan through the end of 2011. If (i) an option is terminated, in whole or part, for any reason other than its exercise for shares of common stock; or (ii) a stock award is forfeited, in whole or in part; or (iii) an award of performance shares or performance units is terminated, in whole or in part for any reason other than its settlement in shares of common stock or cash, the number of shares subject to the terminated or forfeited portion of the award may be reallocated to other options, performance shares, performance units and stock awards, subject to the limits described above. Reallocation of shares shall not be permitted for shares repurchased by stock option proceeds, shares tendered in payment of an exercise price or shares tendered or withheld by the Company in satisfaction of tax obligations.

Stock Option Awards: Each stock option granted pursuant to the LTIP is evidenced by a written stock option agreement between the Company and the optionee. The option price will be fixed by the plan administrator but cannot be less than the Fair Market Value of DTE Energy common stock on the date of grant of the option. The option price may be paid in cash, cash equivalent acceptable to the plan administrator, or with unrestricted shares of DTE Energy common stock. The maximum period in which an option may be exercised will be fixed by the plan administrator on the date of grant, but cannot exceed ten years from the date of grant. The plan administrator also

establishes, on the date of grant, the terms on which the option may be exercised and the consequences of termination of employment. Options granted under the LTIP may be either non-qualified options or incentive stock options. The plan administrator may not permit the exercise of any option earlier than one year after the date of the grant. Generally, one-third of the options covered by a single grant are exercisable one, two and three years after the date of the grant.

Table of Contents

The federal income tax consequences of the two types of options differ, as described below. No federal income tax is recognized by a participant at the time an option is granted. If the option is an incentive stock option, no income will be recognized upon the participant's exercise of the option. Income is recognized by a participant when he or she disposes of shares acquired under an incentive stock option. The exercise of a non-qualified stock option is a taxable event that requires the participant to recognize, as ordinary income, the difference between the shares' fair market value and the option price. The employer (either DTE Energy or a Subsidiary) will be entitled to claim a federal income tax deduction on account of the exercise of a non-qualified option equal to the amount of ordinary income recognized by the participant. The employer will not be entitled to a federal income tax deduction on account of the grant or exercise of an incentive stock option, but may claim a federal income tax deduction on account of certain dispositions of DTE Energy common stock acquired on exercise of an incentive stock option. The LTIP prohibits the reduction of the option price, and an option cannot be cancelled and replaced with new awards having a lower option price (where the economic effect would be the same as reducing the option price), without prior shareholder approval.

Stock Awards: Awards of Company stock may be granted, and may be forfeitable or subject to certain restrictions on transfer, or both, unless conditions prescribed by the plan administrator on the date of grant are satisfied. The conditions may include a requirement that the participant continue employment with DTE Energy or that stated performance objectives be achieved. Rights to stock awards cannot become non-forfeitable or unrestricted earlier than three years after the date of the award, except in limited special circumstances, including awards to new hires and participants expected to retire within three years, when stock awards can become non-forfeitable or unrestricted as early as one year after the date of the award. The participant generally is entitled to vote and receive dividend equivalents on the stock award prior to the time the shares become non-forfeitable or transferable. A participant recognizes ordinary income on the first day that the shares subject to the restricted stock award are either transferable or not subject to a substantial risk of forfeiture. The amount of income recognized equals the fair market value of the shares on that date. The participant's employer is entitled to a Federal income tax deduction equal to the ordinary income recognized by the participant.

Performance Share Awards: Performance share awards entitle the participant to receive a specified number of shares of DTE Energy common stock or a cash payment, or a combination of the two, equal to the Fair Market Value of a specified number of shares or any combination of cash and common stock. The plan administrator may prescribe that performance shares will be earned only on satisfaction of performance objectives during a performance measurement period of at least one year or upon satisfaction of other requirements. The plan administrator may also specify the consequences of termination of employment. Rights in performance shares may not become non-forfeitable earlier than one year after the date of the award. Settlement will occur at the time specified by the plan administrator. A participant recognizes ordinary income on the settlement of a performance share award equal to any cash that is paid and the fair market value of common stock (on the date the shares are first transferable or not subject to a substantial risk of forfeiture) that is received in settlement of the award. The participant's employer is entitled to a Federal income tax deduction equal to the amount of ordinary income recognized by the participant. Commencing in 2010, all agreements awarding performance shares shall provide that dividend equivalents with respect to the award will not be paid before the performance shares are earned and vested. During the period beginning on the date the performance shares are awarded and ending on the certification date of the performance objectives, the number of performance shares awarded will be increased, assuming full dividend reinvestment at the Fair Market Value (as defined in the LTIP) on the dividend payment date. The cumulative number of performance shares will be adjusted to determine the final payment based on the performance objectives as certified by the O&C Committee. The final adjusted number of performance shares will be paid as provided in the LTIP.

Performance Unit Awards: A performance unit award entitles the participant to receive a payment equal to \$1.00 per performance unit if certain standards are met. The plan administrator will prescribe the performance objectives

and other requirements that must be satisfied before a performance unit is earned and specify the consequences of termination of employment. Performance units may not become non-

Table of Contents

forfeitable earlier than one year after the date of the award. The period in which performance is measured will be at least one year. To the extent that performance units are earned, the obligation may be settled in cash, DTE Energy common stock, or a combination of the two. A participant recognizes ordinary income on the settlement of a performance unit award equal to any cash that is paid and the fair market value of common stock (on the date the shares are first transferable or not subject to a substantial risk of forfeiture) that is received in settlement of the award. The participant's employer is entitled to a Federal income tax deduction equal to the amount of ordinary income recognized by the participant.

Performance Objectives: Vesting, settlement or exercise of an award made under the LTIP may be conditioned upon the achievement of specified performance objectives by DTE Energy, a Subsidiary, or a division of DTE Energy or a Subsidiary. The performance objectives may be stated with respect to (i) shareholder value growth based on stock price and dividends, (ii) customer price, (iii) customer satisfaction, (iv) growth based on increasing sales or profitability of one or more business units, (v) performance against the companies in the Dow Jones Electric Utility Industry Group (DJEUIG) index, the companies in the S&P 500 Electric Utility Industry index, a peer group or similar benchmark selected by the Organization and Compensation Committee, (vi) earnings per share growth, (vii) employee satisfaction, (viii) nuclear plant performance achievement, (ix) return on equity, (x) economic value added, (xi) cash flow, (xii) earnings growth, (xiii) diversity, (xiv) safety, (xv) production cost, or (xvi) such other measures as may be selected by the plan administrator. Each of the performance objectives described in the preceding sentence may be stated with respect to the performance of DTE Energy, a Subsidiary or a division of DTE Energy or a Subsidiary. The performance objectives listed above are intended to qualify as performance goals so that grants qualify as deductible performance-based compensation for purposes of IRC Section 162(m).

Amendments: The Board may amend the LTIP from time to time or terminate it at any time. However, no material amendment to the LTIP may become effective until shareholder approval is obtained. A material amendment to the LTIP is any amendment that would (a) materially increase the aggregate number of shares of common stock that may be issued or delivered under the Plan or that may be issued to a Participant; (b) permit the exercise of an option at an option price less than the Fair Market Value on the date of grant of the option or otherwise reduce the price at which an option is exercisable, either by amendment of an Agreement or substitution with a new award with a reduced price; (c) change the types of awards that may be granted under the LTIP; (d) expand the classes of persons eligible to receive awards or otherwise participate in the LTIP; or (e) require approval of the shareholders of the Company to comply with applicable law or the rules of the New York Stock Exchange.

Termination: No awards may be granted under the LTIP more than ten years after the LTIP was adopted by the Board. Awards granted before that date will remain valid in accordance with their terms.

Change in Control: In the event of a change in control (i) all options become fully exercisable, (ii) all stock awards become nonforfeitable and transferable, and (iii) all performance shares and performance units are earned, with the amount earned being the amount payable assuming attainment of the greater of target or actual performance levels through the date of the change in control. The accelerated exercisability, vesting or payment described in the preceding sentence may constitute a parachute payment, which may subject the affected participant to an excise tax imposed by IRC Section 4999. Consequently, the accelerated exercisability, vesting or payment is limited if, and to the extent that, the limitation will permit an affected participant to receive a greater net after-tax amount than he or she would receive absent the limitation. The limitation shall not apply to participants who are entitled to an indemnification of excise taxes by DTE Energy under change in control severance agreements or otherwise. Generally, a change in control occurs for purposes of the LTIP if DTE Energy or its assets are acquired by another company or DTE Energy merges with another company and less than 55% of the new or acquiring company's combined voting stock is held by holders of voting stock of DTE Energy immediately prior to the transaction. Shareholder approval of a liquidation or dissolution is also considered a change in control.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL TO APPROVE THE AMENDED AND RESTATED DTE ENERGY COMPANY 2006 LONG-TERM INCENTIVE PLAN.

Table of Contents

**PROPOSAL NO. 5
SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS**

The Company expects the following shareholder proposal to be presented for consideration at the annual meeting by the Office of the Comptroller of New York City, as the custodian and trustee of the New York City Employees Retirement System, the New York City Teachers Retirement System, the New York City Police Pension Fund and the New York City Fire Department Pension Fund, and custodian of the New York City Board of Education Retirement System (collectively, the New York City Funds), which beneficially owned an aggregate of 606,231 shares of the Company's Common Stock as of November 3, 2009. The proposal, along with the supporting statement, is included below. The New York City Funds' request was submitted by William C. Thompson, Jr., Comptroller, City of New York, 1 Centre Street, New York, New York 10007-2341 on behalf of the Boards of Trustees of the New York City Funds.

The following proposal and supporting statement were submitted by the New York City Funds:

Shareholder Proposal and Supporting Statement

Proposal

Resolved, that the shareholders of DTE Energy Corporation (Company) hereby request that the Company provide a report disclosing the Company's:

1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.
2. Monetary and non-monetary political contributions and expenditures not deductible under section 162 (e)(1)(B) of the Internal Revenue Code, including but not limited to contributions to or expenditures on behalf of political candidates, political parties, political committees and other political entities organized and operating under 26 USC Sec. 527 of the Internal Revenue Code and any portion of any dues or similar payments made to any tax exempt organization that is used for an expenditure or contribution if made directly by the corporation would not be deductible under section 162 (e)(1)(B) of the Internal Revenue Code. The report shall include the following:
 - a. An accounting through an itemized report that includes the identity of the recipient as well as the amount paid to each recipient of the Company's funds that are used for political contributions or expenditures as described above;
 - b. Identification of the person or persons in the Company who participated in making the decisions to make the political contribution or expenditure; and

The report shall be presented to the board of directors' audit committee or other relevant oversight committee and posted on the company's website to reduce costs to shareholders.

Stockholder Supporting Statement

As long-term shareholders of DTE Energy, we support transparency and accountability in corporate spending on political activities. These activities include direct and indirect political contributions to candidates, political parties or

political organizations; independent expenditures; or electioneering communications on behalf of a federal, state or local candidate.

Disclosure is consistent with public policy, in the best interest of the company and its shareholders, and critical for compliance with recent federal ethics legislation. Absent a system of accountability, company assets can be used for policy objectives that may be inimical to the long-term interests of and may pose risks to the company and its shareholders.

Table of Contents

DTE Energy contributed at least \$1.5 million in corporate funds since the 2002 election cycle (CQ's PoliticalMoneyLine: <http://moneyline.cq.com/pml/home.do> and National Institute on Money in State Politics: <http://www.followthemoney.org/index.phtml>.)

However, relying on publicly available data does not provide a complete picture of the Company's political expenditures. For example, the Company's payments to trade associations used for political activities are undisclosed and unknown. In many cases, even management does not know how trade associations use their company's money politically. The proposal asks the Company to disclose all of its political contributions, including payments to trade associations and other tax exempt organizations. This would bring our Company in line with a growing number of leading companies, including Hewlett-Packard, Aetna and American Electric Power that support political disclosure and accountability and present this information on their websites.

The Company's Board and its shareholders need complete disclosure to be able to fully evaluate the political use of corporate assets. Thus, we urge your support for this critical governance reform.

Board of Directors Response

THE BOARD OF DIRECTORS OPPOSES THIS SHAREHOLDER PROPOSAL AND RECOMMENDS A VOTE AGAINST IT FOR THE REASONS SET FORTH BELOW:

DTE Energy has a long tradition as a responsible corporate citizen and is committed to complying with the law regarding political contributions and expenditures. The Board believes the Company has a responsibility to shareholders to be engaged and to participate in the political process with respect to issues that affect the Company or are significant to our business. The Board also believes that it is in the best interests of our shareholders to support the legislative process by making corporate political contributions to organizations when such contributions are consistent with the Company's business objectives and are permitted by federal, state and local laws.

This shareholder previously submitted substantially the same proposal in connection with both our 2008 and 2009 Annual Meetings of Shareholders, and the Board opposed the proposal on both occasions. The Company expanded its political contribution information and disclosures on our Web site prior to the 2008 Annual Meeting of Shareholders. At the 2008 Annual Meeting of Shareholders, the proposal was defeated by a vote of 58,491,668 Against, 24,705,127 For and 14,316,494 Abstain. At the 2009 Annual Meeting of Shareholders, the proposal was defeated by a vote of 58,316,502 Against, 26,667,835 For, and 13,636,524 Abstain. The Board continues to believe that adoption of this resolution is unnecessary. Information about, and links to, publicly available information concerning political contributions are available on our Web site at dteenergy.com/corporateGovernance/political.html and available through various political contribution disclosure laws.

In addition, the Company has adopted a formal policy on corporate political participation that applies to all employees of the Company and its subsidiaries and is incorporated in our daily business practices. A copy of this policy is available on our Web site at dteenergy.com/corporateGovernance/pdfs/politicalParticipation.html. Among other things, the policy provides as follows:

A. **Corporate Contributions** Our policy mandates that corporate contributions to political organizations be made only as permitted by applicable laws and authorized by our Vice President Corporate & Government Affairs. Disclosure of the aggregate amount of these contributions will be annually posted on our Web site.

B. **Political Action Committee Contributions** Political contributions to federal, state and local candidates, political party committees, and political action committees are made by the DTE Energy Political Action Committee (PAC), which is funded by voluntary contributions from eligible DTE Energy employees. The PAC's activities are guided by a

steering committee comprised of PAC members elected by all PAC members and are subject to comprehensive regulation, including detailed disclosure requirements. PAC contributions are reported to the Federal Election Commission and the Michigan Secretary of State's Bureau of Elections. Links to these organizations are available on our Web site.

Table of Contents

C. Trade Associations DTE Energy belongs to a number of trade associations that participate in the political process. DTE Energy's sole purpose in becoming a member of these trade associations is not for political purposes, as DTE Energy may not agree with all positions taken by trade associations on issues. The benefits that DTE Energy does receive from trade associations are primarily expertise and the ability to gain insight on industry setting standards. Our policy on political participation provides that DTE Energy will request that trade associations to which our dues or other payments are significant provide a breakdown of the portion of our dues or payments that were used for political contributions. This information is included in the annual Board report of PAC and political activities.

D. Board Oversight The Company's political activities are reviewed annually by the Public Responsibility Committee of the DTE Energy Board of Directors. We believe this oversight process ensures accountability and transparency for the Company's corporate political activities.

Given the adoption of the Company's policy on corporate political participation discussed above and the mandatory public disclosure requirements already required under the law, the Board has again concluded that the Company's policy and disclosures exceed what is required by the law. This, coupled with ample public information regarding DTE Energy's political participation, appropriately addresses the concerns cited in the New York City Funds' proposal.

While the Company supports many of the objectives expressed in the shareholder proposal, the Company believes that the level of specific disclosure requested by the proposal could have unintended consequences and could hinder DTE Energy's ability to pursue its business and strategic objectives. For example, disclosing specific contributions made to political parties, committees and other organizations could lead to increased requests for contributions from the Company from other such organizations with similar or opposing views. Additionally, such disclosure would make it easier for competitors and opponents to discern the Company's public policy and political strategies which could have negative consequences for the Company.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST THE SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS.

Table of Contents

**PROPOSAL NO. 6
SHAREHOLDER PROPOSAL RELATING TO BOARD DECLASSIFICATION**

The Company expects the following shareholder proposal to be presented for consideration at the annual meeting by the Utility Workers Union of America (UWUA), which beneficially owned an aggregate of 217 shares of the Company's Common Stock as of November 23, 2009. The proposal, along with the supporting statement, is included below. The UWUA request was submitted by Gary M. Ruffner, 815 Sixteenth Street, N.W., Washington, D.C. 20006 on behalf of the UWUA.

Shareholder Proposal

Resolved: The shareholders of DTE Energy urge the Board of Directors to take the necessary steps, in compliance with state law, to declassify the Board for the purpose of director elections. This should be accomplished in a manner that does not affect the unexpired terms of directors previously elected.

Supporting Statement

Our Company's Board is divided into three classes of directors serving staggered three-year terms. Under this structure, shareholders elect only approximately one-third of the directors each year.

We believe a classified board reduces the accountability of directors to shareholders. Directors elected only once every three years are less likely to maintain their independence from management, while directors standing for election every year are more likely to focus on shareholder concerns. The Council of Institutional Investors, the California Public Employees' Retirement System, and TIAA-CREF have all adopted guidelines favoring the annual election of all directors.

In fact, DTE is one of very few significant utility companies that still maintain this undemocratic structure. Numerous utility and energy services companies have abandoned classified boards in recent years, including CenterPoint, Duke, Exelon, FirstEnergy, Integrys, NiSource, Reliant, and Sempra. Many other companies, including AEP, Consolidated Edison, Dominion, Entergy, and Michigan-based Consumers Energy, have provided for the annual election of all directors for many years.

Based on this evidence, we believe DTE's retention of a classified Board of Directors has become an embarrassing anachronism that should be abandoned as soon as possible in favor of the annual election of all directors.

In addition to insulating management and directors from shareholders, a classified board reduces the flexibility of the Board to nominate new directors, for example to replace directors who may be underperforming, or to bring fresh perspectives to the Board's deliberations. A declassified board, by contrast, could help speed the process of diversifying our Board of Directors to better reflect the communities our Company serves.

Finally, significant evidence exists that a classified board may reduce shareholder value. For example, a study in 2005 by Harvard Law School's Lucian Bebchuk and Alma Cohen cited empirical evidence finding that staggered boards are associated with lower firm value, and that this reduction in firm value associated with staggered boards is economically meaningful. (*The Costs of Entrenched Boards*, *Journal of Financial Economics*.)

When Wisconsin Energy recommended to shareholders in 2004 that its board should be declassified, that company's board stated that a classified board has the effect of making it more difficult ... for stockholders to change a majority

of directors even where a majority of stockholders are dissatisfied with the performance of incumbent directors. We agree completely with that view, and believe that DTE shareholders should also have the opportunity to vote on the performance of our entire Board of Directors every year. We therefore urge shareholders to vote FOR this resolution.

Table of Contents

Board of Directors Response

The Board of Directors has given careful thought to the proposal submitted by the UWUA and believes that a classified board provides the following important benefits to both the Company and its shareholders.

Independence. The UWUA's proposal states that directors who are elected only once every three years are less likely to maintain their independence from management, while directors standing for election every year are more likely to focus on shareholder concerns. We disagree and believe that electing directors to three-year terms enhances the independence of non-employee directors by providing them with a longer term of office during which to learn the Company's business, and thereby be less reliant on the views and perspectives of management. The longer term also provides non-management directors with insulation from the pressure of management or of special interest groups that may be more focused on short-term results, as opposed to the long-term interests of all shareholders. Directors who do not have to worry about annual elections are more likely to resist short-term decision-making and more likely to be effective advocates for long-term results. The freedom to focus on the long-term interests of the Company instead of on the re-election process leads to greater independence and better governance.

Accountability. In accordance with the Company's Bylaws, the Board of Directors is divided into three classes that serve staggered three-year terms. The UWUA's proposal for annual elections is based on an assumption that annual elections provide greater shareholder accountability. We do not agree with this assumption. The Board of Directors believes that a classified board structure does not make directors less accountable or attentive to shareholders than an annually-elected board. Directors are required to fulfill their fiduciary duties to a company and its shareholders regardless of how often they stand for election. Directors are equally accountable to shareholders in years in which they are elected and in years in which they do not face re-election and, in any event, at least one-third of all directors stand for election every year. Regulatory changes governing the independence of directors and recent public scrutiny of corporate directors serve as additional checks on the performance and accountability of directors.

Stability and Continuity. The Board of Directors is also structured into classes to provide stability and continuity, while enhancing long-term planning and ensuring that, at any given time, there are experienced directors serving on our Board who are familiar with the Company's businesses, products and services, markets, opportunities and challenges. A long-term focus can lead to a better competitive position for the Company and maximize shareholder value. At present, three of our directors—Dr. Bauder, Mr. Hennessey and Mr. Lobbia—have served on the Board of Directors for over 20 years. The depth and breadth of their knowledge of the Company and its operations are invaluable to the entire Board of Directors. The relationships they have developed with management are important, as they have fostered cooperation and knowledge sharing between management and the Board of Directors. Directors with meaningful tenure are able to provide insight into the rationale and historical context for past decisions and strategies. We believe the resulting continuity enhances director deliberations, knowledge base, stability and collegiality. The continuity also increases the full Board of Directors' collective experience with the challenges and opportunities facing the Company, provides new directors the opportunity to learn about the Company's business from the continuing directors and improves the Board of Directors' ability to develop, refine, and execute the Company's long-term strategic plans. By electing directors to a three-year term, we ensure that the directors with unexpired terms have the requisite experience and knowledge of the Company's ongoing business and affairs to implement and focus on strategic long-term planning, goals and performance. An abrupt change in the Company's Board of Directors could impair our progress in achieving our strategic goals.

In addition, the Board of Directors believes that its classified structure gives the Company an advantage in attracting and recruiting highly qualified and talented director candidates who are willing to make at least a three-year commitment of their time, energy and skills. When evaluating potential candidates for our Board of Directors, our Corporate Governance Committee considers a candidate's willingness and ability to make a long-term service commitment. This serves the shareholders, as directors committed to the Company for the long-term can focus on the

Company's long-term strategic plans.

Protection Against Certain Takeovers. The most likely event where the entire Board of Directors might be targeted for replacement is by an acquirer who wants to take over our Company quickly and perhaps at a price

Table of Contents

not in the best long-term interests of the majority of our shareholders. In that instance, the candidates would be selected based on the benefit to the potential acquirer rather than on their ability to represent the interests of all shareholders. The Company's current classified board structure strongly encourages potential acquirers to deal directly with the Board of Directors if they are interested in acquiring the Company, and better positions the Board of Directors to negotiate effectively on behalf of shareholders to realize the greatest possible shareowner value. In addition, the Company's classified board structure is designed to safeguard against a hostile purchaser replacing a majority of the directors with its own nominees at a single annual meeting, thereby gaining control of the Company and its assets, possibly without paying fair market value to the shareholders. A classified board does not preclude a takeover, but rather provides the Board of Directors the time and flexibility necessary to evaluate the adequacy and fairness of any takeover proposal, negotiate on behalf of all shareholders and weigh alternative methods of maximizing shareholder value for all shareholders, without the threat of imminent removal of a majority of members of the Board of Directors.

Community Interests. At DTE Energy, a classified Board of Directors serves our interests in serving our community and is consistent with the Company's status as a holding company for utilities with an important presence in Michigan and our region. This is a significant factor to our business and may differ considerably from other companies that have decided to declassify their boards. Over 70 percent of our directors are from Michigan, with strong community leadership ties and deep roots in various cities throughout the region. The Company's directors play a more active role and have a higher identity in the markets we serve, as opposed to directors of some larger, more diversified companies. By maintaining a classified Board of Directors, we can balance from year-to-year the backgrounds and experience of our directors and the business contributions we hope that each director will make to the Company, our shareholders and the community. By eliminating the classified Board of Directors, the Company would risk that the entire Board of Directors may be replaced in a single year and that the Company would lose the relationships, community knowledge and other advantages that a stable, community-based leadership creates.

It is important to note that shareholder approval of the UWUA's proposal would not in itself declassify the Board of Directors. Approval of this proposal would signal to the Board of Directors that a majority of the Company's shareholders prefer that we take the necessary steps to end the staggered system of electing directors. The change to the class structure of the Board of Directors requires an amendment to the Company's Bylaws. According to the Bylaws, the amendment must be approved by the shareholders. Consequently, shareholders would vote at the 2011 annual meeting for an amendment to the Bylaws providing for annual election of directors.

After careful consideration of this proposal, the Board of Directors has determined that retention of a classified board structure remains in the best interests of the Company and its shareholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST THE SHAREHOLDER PROPOSAL RELATING TO BOARD DECLASSIFICATION.

CONSIDERATION OF ANY OTHER BUSINESS THAT MAY COME BEFORE THE MEETING

Our management does not intend to bring any other business before the meeting for action and has not been notified of any other business proposed to be brought before the meeting. However, if any other business should be properly presented for action, it is the intention of the persons named on the enclosed proxy card to vote in accordance with their judgment on such business.

Table of Contents

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

Your understanding of our executive compensation program is important to us. The goal of this Compensation Discussion and Analysis is to explain:

Our compensation philosophy and objectives for executives of the Company including our Named Executive Officers;

The roles of our Organization and Compensation Committee of the Board and management in the executive compensation process;

The key components of the executive compensation program; and

The decisions we make in the compensation process that align with our philosophy and objectives.

Throughout this Proxy Statement, the term *Named Executive Officers* means: (1) the Chairman and CEO, Anthony F. Earley, Jr.; (2) the Executive Vice President and Chief Financial Officer, David E. Meador; (3) the President and Chief Operating Officer, Gerard M. Anderson; (4) the Group President of our Company and the President and Chief Operating Officer of our electric utility subsidiary, The Detroit Edison Company (*Detroit Edison*), Steven E. Kurmas; and (5) the Senior Vice President and General Counsel, Bruce D. Peterson. In addition, the term *executive* includes the Named Executive Officers and individuals who are at or above the level of corporate vice president (or equivalent), the General Auditor, and other individuals whose base annual salary is at or above \$225,000, and includes Executive Officers as defined by the Exchange Act.

Philosophy and Objectives

Our executive compensation philosophy is to motivate and reward executives who achieve short-term and long-term corporate and financial objectives leading to the success of the Company. We will continue to emphasize performance-based compensation for results that are consistent with shareholder interests. The main objectives underlying this philosophy are:

Compensation must be competitive in order to attract and retain talented executives data from peer group companies are taken into consideration when analyzing our compensation practices and levels;

Compensation should have a meaningful performance component a portion of an executive s total compensation opportunity is linked to predefined short-term and long-term corporate and financial objectives along with an executive s individual performance; and

Compensation must include equity-based elements to encourage executives to have an ownership interest in the Company.

Role of the Organization and Compensation Committee

The Board has a long-standing process for determining executive compensation that is performance-based, objective, and transparent. The process is designed to serve the purpose of recruiting, retaining and motivating executives for the benefit of shareholders. The Board-designed governance process expressly delegates to the Organization and Compensation Committee (the O&C Committee) the responsibility to determine and approve the CEO's compensation, as well as the compensation of certain other executives. The O&C Committee makes all decisions regarding compensation for the Named Executive Officers. Although the responsibilities have been delegated, the entire Board maintains oversight and receives direct reports after each O&C Committee meeting.

The O&C Committee is composed entirely of independent directors, none of whom derives a personal benefit from the compensation decisions the O&C Committee makes. Generally, the O&C Committee is responsible for our executive compensation program throughout the enterprise (including subsidiaries). The O&C

Table of Contents

Committee responsibilities for executive compensation are more fully detailed in its charter, which is available at <http://www.dteenergy.com/investors/corporateGovernance/charters/organization.html>. The O&C Committee continually monitors the executive compensation program and adopts changes to reflect the dynamic marketplace in which we compete for talent. To the extent necessary, the O&C Committee also works with other Board Committees to review or approve reports, awards and other matters relating to compensation. For example, the Finance Committee reviews the financial components of performance measures and metrics, the Corporate Governance Committee assists in the review of this Compensation Discussion and Analysis and the Audit Committee reviews the internal controls over the data reported herein.

The O&C Committee uses information from several external sources to monitor and achieve an executive compensation program that supports our business goals and attracts executives whose performance will be measured against those goals. Independent outside consultants and external information enable the O&C Committee to maintain impartial decision-making regarding performance and pay. The O&C Committee annually reviews each component of the Named Executive Officers' compensation and is advised directly by the outside compensation consulting firm, discussed in further detail below, in connection with such review. The O&C Committee, based on input from its consultant and management and a review of competitive data from peer group companies (as discussed below), believes that the current structure is appropriately balanced and competitive to accomplish the important tasks of recruiting, retaining, and motivating talented executives in the energy industry in which we compete.

Independent Review of Compensation Program The O&C Committee employs an outside consulting firm, Mercer Human Resources Consulting LLC (Mercer HR), a subsidiary of Marsh & McLennan Companies, Inc. (Marsh), to advise the O&C Committee on various executive compensation matters, including current compensation trends. Mercer HR also provides objective recommendations as to the design of our executive compensation program. Mercer HR reports directly to the O&C Committee. Use of this outside consultant is an important component of the compensation setting process, as it enables the O&C Committee to make informed decisions based on market data and practices. The representative from Mercer HR, who is considered a leading professional in the compensation field, attends O&C Committee meetings, meets with Committee members in executive session and consults with the members as required and provides input with regard to the CEO's compensation and performance.

Mercer HR has served as the O&C Committee's outside consultant since 2002 and is considered to be an independent consultant. Mercer HR has no affiliations with any of the Named Executive Officers or members of the Board other than in its role as an outside consultant. The lead consultant and partner in charge of Mercer HR, who provides executive compensation consulting services to the O&C Committee, does not provide any other services to the Company. To help ensure that the consultant maintains the highest level of independence from the Company, all work performed by Mercer HR and its affiliates (a) outside the scope of work performed for the O&C Committee on executive compensation matters, and (b) which have a total cost of \$25,000 or greater, require pre-approval by the O&C Committee, based upon the recommendation of management.

In 2009, we paid Mercer HR approximately \$141,000 for advising the O&C Committee on executive compensation, of which \$35,000 related to services provided in 2008. We also paid Oliver Wyman, another subsidiary of Marsh, approximately \$515,000 for performing a comprehensive administrative and general cost benchmarking study in the fourth quarter of 2008 and Mercer HR approximately \$52,000 for health and welfare benefit consulting services provided in the fourth quarter of 2008 and January 2009. The O&C Committee approved all of these additional services. Prior to 2009, Mercer HR provided health and welfare consulting services to the Company along with union negotiation support services. Beginning in 2009, the Company decided to use another consultant to provide these services.

Table of Contents

Management's Role

Our management works closely with the O&C Committee in the executive compensation process. Excluding the CEO's compensation, management's responsibilities include:

Recommending performance measures and metrics that are formulated based on our corporate strategy and priorities;

Reporting executive performance evaluations;

Recommending base salary levels and other compensation, including equity awards; and

Recommending appointment of executives.

The CEO's compensation is determined solely by the O&C Committee, which bases its decisions on performance and market studies along with participation and recommendations from its independent outside consultant.

Compensation and Peer Group Assessment Each component of executive compensation (see Key Components of Executive Compensation below) is compared, measured and evaluated against a peer group of companies. The O&C Committee approves the peer group and periodically reviews and updates the companies included in that group. Management also retains an external consulting firm to conduct a market study generally every two years covering compensation practices for similar positions in the peer group. The most recent study was completed in September 2007 by Hewitt Associates (Hewitt). Hewitt's comprehensive data base included most of our desired utility/energy peer companies and also included data for most of our utility/energy-related executive positions.

The peer group for the 2007 study, as approved by the O&C Committee, consisted of the following companies. Most of these companies, along with DTE Energy, participate in the same independent compensation surveys. The surveys provide us with availability of data needed for accurate compensation comparisons. The peer group consists primarily of utilities (including utility holding companies), broad-based energy companies, and significant non-energy companies selected on the basis of revenues, financial strength, geographic location and availability of compensation information. The O&C Committee reviews the peer group data for the Named Executive Officers and the Company's mix of compensation components in making compensation decisions.

Utility/Energy Companies

Allegheny Energy, Inc.
Ameren Corporation
American Electric Power Company, Inc.
CenterPoint Energy, Inc.
CMS Energy Corporation
Constellation Energy Group, Inc.
Dominion Resources, Inc.
Duke Energy Corporation
Edison International
Energy Future Holdings Corp. (formerly TXU Corp.)
Energy Corporation
FirstEnergy Corp.
NiSource Inc.

Non-Energy Companies

Comerica Incorporated
Cummins Inc.
Eaton Corporation
Johnson Controls, Inc.
Kellogg Company
Masco Corporation
Owens Corning
PPG Industries, Inc.
The Sherwin-Williams Company
TRW Automotive Inc.
Whirlpool Corporation

PG&E Corporation
PPL Corporation
Public Service Enterprise Group Incorporated
SCANA Corporation
Sempra Energy
The Southern Company

Table of Contents

Key Components of Executive Compensation

The key components of the compensation program include the following:

Base Salary

Annual and Long-Term Incentive Plans

Retirement and Other Benefits

Post-Termination Agreements (Severance and Change-in-Control)

While the programs and pay levels reflect differences in job responsibilities, the structure of the compensation and benefits program is applied consistently to our Named Executive Officers, including the CEO. Differences in compensation between the CEO and the other Named Executive Officers are due, in part, to an analysis of peer group benchmark data, as well as differences in the responsibilities of each Named Executive Officer. We review each element of total compensation, both individually and on a combined basis, for each Named Executive Officer and make adjustments as appropriate based on these comparisons. The following is a more detailed discussion of the components of the Company's executive compensation program:

Base Salary

The objective of base salary is to provide a stable, fixed source of income that reflects an executive's job responsibilities, experience, value to the Company, and demonstrated performance. When setting individual base salary levels, we consider several factors, including (i) the market reference point for the executive's position, (ii) the responsibilities of the executive's position, (iii) the experience and performance of the individual, and (iv) retention issues. Market reference points target the median for most positions, adjusted to take into account differences in company size within the peer group. In addition, we establish midpoints for each executive group level for determining base salary for those executives whose jobs cannot be easily matched in the marketplace. These midpoints are consistent with the market reference points for other executives in the same executive group. Annually, we review these midpoints to ensure they are consistent with the market and make salary adjustments, when appropriate.

Annual and Long-Term Incentive Plans

We have two primary incentive plans that reward executives for performance. The plans are consistent with our objectives of tying compensation to performance and encouraging executives to align their interests with those of the shareholders of the Company. The DTE Energy Company Annual Incentive Plan (the "Annual Incentive Plan") allows us to reward executives with annual cash bonuses for performance against pre-established objectives based on work performed in the prior year. The DTE Energy Company 2006 Long-Term Incentive Plan allows us to grant executives long-term equity incentives to encourage continued employment with DTE Energy, to accomplish pre-defined long-term performance objectives and create shareholder alignment. On April 27, 2006, the Company's shareholders approved the 2006 Long-Term Incentive Plan, which replaced the 2001 Stock Incentive Plan (the two plans are referred to collectively as the "Long-Term Incentive Plan").

We believe the current mix among base salary, the Annual Incentive Plan and the Long-Term Incentive Plan is appropriately set to provide market-competitive compensation when Company performance warrants. The mix is more heavily weighted toward incentive compensation at higher executive levels within DTE Energy. The interplay between the Annual Incentive Plan and the Long-Term Incentive Plan provides a balance of short- and long-term

incentives to motivate executives to achieve our business goals and objectives and to properly reward executives for the achievement of such goals and objectives.

a. Annual Incentive Plan The objective of the Annual Incentive Plan is to compensate individuals yearly based on the achievement of specific annual goals. Participating executives and other select employees may receive annual cash awards based on performance compared against pre-established Company and functional/departmental objectives. The purpose of providing cash awards under the Annual Incentive Plan is to tie compensation to near-term performance. Objectives that management proposes are reviewed and

Table of Contents

approved or revised by the O&C Committee, with financial goal recommendations reviewed by the Board's Finance Committee, no later than 90 days after the beginning of the performance period. The objectives include performance measures in several categories that are critical to our success. When setting these objectives, management and the O&C Committee determine the elements of our business that require the focused attention of the executives. The weights, which can change from year-to-year, are determined based on the Company's key priorities and areas of focus for the upcoming year. The final awards, if any, are paid after the O&C Committee approves the final results of each objective.

The Annual Incentive Plan cash awards to executives are determined as follows:

1. The executive's most recent year-end base salary is multiplied by an Annual Incentive Plan target percentage to arrive at the target award.
2. The overall performance payout percentage, which can range from 0% to 175%, is determined based on final results compared to threshold, target, and maximum levels for each objective.
3. The target award is then multiplied by the performance payout percentage to arrive at the pre-adjusted calculated award.
4. The pre-adjusted calculated award is then adjusted by an individual performance modifier (assessment of an individual executive's achievements for the year), which can range from 0% to 150%, to arrive at the final award.

For 2009, the performance objectives (and related weighting) for calculating the Named Executive Officers pre-adjusted award were as follows:

For Messrs. Earley, Meador, Anderson and Peterson:

| Measures | Weight |
|--|---------------|
| DTE Energy Operating Earnings Per Share | 30% |
| DTE Energy Cash Flow | 30% |
| Customer Satisfaction Percentile Ranking | 10% |
| MPSC Complaints | 10% |
| Safety | 10% |
| Diversity Hiring - Minority | 5% |
| Diversity Hiring - Female | 5% |

The DTE Energy operating EPS target was \$2.90, and the actual result for 2009 was \$3.30 resulting in a payout of 175% of the target amount for that objective. The DTE Energy cash flow target was \$400 million, and the actual result as defined for 2009 was \$980 million, resulting in a payout of 175% of the target amount for that objective.

For 2009, the performance targets for MPSC complaints, diversity hiring - minority and diversity hiring - female were met or exceeded. Actual results for the customer satisfaction rating percentile ranking and safety measures were below target but exceeded threshold. The aggregate weighted payment percentage for Messrs. Meador and Peterson's pre-adjusted calculated award was 150.7%. Due to two work-related fatalities during 2009, the O&C Committee decided that Messrs. Earley and Anderson should not receive any credit for the safety measure. Other corporate executives and leaders received a similar adjustment. Messrs. Earley and Anderson's pre-adjusted calculated award was adjusted down to 145.9%.

Table of Contents

For Mr. Kurmas:

| Measures | Weight |
|--|--------|
| DTE Energy Operating Earnings Per Share | 10% |
| Detroit Edison Operating Net Income | 20% |
| Detroit Edison Cash Flow | 20% |
| Customer Satisfaction Percentile Ranking | 15% |
| MPSC Complaints | 15% |
| Safety | 10% |
| Diversity Hiring Minority | 5% |
| Diversity Hiring Female | 5% |

As stated above, the DTE Energy operating EPS target of \$2.90 was met, resulting in a payout of 175% of the target amount for that objective. The Detroit Edison operating net income target was \$375 million, and the actual result for 2009 for incentive purposes was \$380 million resulting in a payout of 109.4% of the target amount for that objective. The Detroit Edison cash flow target was \$260 million, and the actual result as defined for 2009 was \$401 million, resulting in a payout of 175% of the target for that objective.

For 2009, the performance targets for MPSC complaints, diversity hiring minority and diversity hiring female, were met or exceeded. Actual results for the customer satisfaction percentile ranking and safety measures were below target but exceeded threshold. Due to a work-related fatality at Detroit Edison during 2009, the O&C Committee decided that Mr. Kurmas should not receive any credit for the safety measure. Other Detroit Edison executives and leaders received a similar adjustment. The aggregate weighted payment percentage for the pre-adjusted calculated award for Mr. Kurmas, after adjusting for the safety measure, was 127.1%.

The earnings per share, cash flow and net income measures were chosen as indicators of the Company's financial strength. The customer satisfaction, safety and diversity measures were selected to make the Company more responsive to our customers' needs and to make the Company a safer and better place to work.

Each objective has a minimum, target and maximum level. The Company must attain a minimum level of achievement for an objective before any compensation is payable with respect to that objective. The minimum established level of each objective will result in a payout of 25% of target, and the maximum established for each level (or better) will result in a payment of 175% of target.

The pre-adjusted awards are adjusted by an individual performance modifier for each of the Named Executive Officers. Individual performance criteria are set at the beginning of each calendar year for each of the Named Executive Officers. For 2009, qualitative criteria include, as applicable, leadership performance, overall operational, employee engagement and customer performance, continuous operational improvements and other appropriate operating measures. The O&C Committee evaluates the individual performance of each of the Named Executive Officers and approves an adjustment to the annual award based on the individual contribution and performance. The individual performance modifier adjusts a Named Executive Officer's annual cash bonus such that the Named Executive Officer's actual cash bonus ranges between zero and 150% of the pre-adjusted calculated award. For 2009, after adjusting for individual performance, annual incentive awards for the Named Executive Officers ranged from 115% to 130% of the pre-adjusted calculated awards.

The final awards for 2009 year were paid to each of the Named Executive Officers in early 2010 and are reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table on page 55.

b. Long-Term Incentive Plan The Long-Term Incentive Plan provides the O&C Committee the ability to design programs that focus on our long-term performance over a three-year period, with the objective to align executives interests with those of our shareholders. Our principles for ownership of stock, discussed on page 53, ensure that the executives and other employees have a vested interest in the long-term financial health, management, and success of the Company.

Table of Contents

The Long-Term Incentive Plan rewards executives and other employees with stock-based compensation. Participants are eligible to receive stock options, restricted stock, performance shares, performance units or a combination of these awards. To date, we have granted only performance shares, time-based restricted stock and non-qualified stock options. Executives receive Long-Term Incentive Plan grants based upon a target percentage of base salary. The targeted award levels for the Named Executive Officers are as follows: Mr. Earley 300% of base salary; Mr. Anderson 200% of base salary; Mr. Kurmas 155% of base salary; Mr. Meador 150% of base salary and Mr. Peterson 115% of base salary. In addition to the targeted award levels, the O&C Committee also considers previous years grants, career potential, and retention issues in determining the final number of awards granted. Due to economic conditions, the 2009 option grants were reduced or held at the 2008 grant levels for a majority of the executives.

The value of each element of these Long-Term Incentive Plan grants was as follows:

| | |
|--------------------|-------------------|
| Performance Shares | Approximately 40% |
| Restricted Stock | Approximately 40% |
| Stock Options | Approximately 20% |

This mix was designed to provide a balance of incentives to executives for creating long-term shareholder value through strong financial and operating performance and to align executive interests with shareholder interests.

Performance Shares Granted in 2009: In 2009, performance shares represented approximately 40% of the overall Long-Term Incentive Plan grant value. Granting of performance shares allows us to tie long-term performance objectives with creating shareholder value. Performance shares entitle the executive to receive a specified number of shares, or a cash payment equal to the fair market value of the shares, or a combination of the two, depending on the level of achievement of performance measures. The performance measurement period for the 2009 grants is January 1, 2009 through December 31, 2011. Payments earned under the 2009 grants and the related performance measures are described in footnote 2 to the Grants of Plan-Based Awards table on page 57. In the event a participant retires (age 55 or older with at least 10 years of service), dies or becomes disabled, the participant or beneficiary retains the right to a pro-rated number of performance shares. In the event employment terminates for any other reason, the participant forfeits all rights to any outstanding performance shares. In June 2009, the O&C Committee decided that, beginning with the 2010 performance share grants, dividends or dividend equivalents will not be paid on unvested or unearned performance shares.

Performance Shares Paid in 2009: The performance shares granted in 2006 were paid in early 2009. The payout amounts were based upon performance measures, each of which was weighted to reflect its importance to the total calculation. The Company had to attain a minimum level for each measure before any compensation was payable with respect to that measure. The minimum established level of each measure would have resulted in a payout of 50% of target, and an established maximum (or better) for each level would have resulted in a payout of 200% of target. The payout amount was based upon the following performance measures (and related weighting):

Long-Term Incentive Plan (2009 Payout of Awards Granted in 2006)

| Measures | Weight |
|--|--------|
| Total Shareholder Return vs. Peer Group (as defined below) | 70% |

| | |
|----------------------|-----|
| Balance Sheet Health | 15% |
| Employee Engagement | 15% |

The peer group for the Long-Term Incentive Plan, as approved by the O&C Committee, consists of the following companies. These companies were selected because (1) their operations are largely regulated; (2) their size (based on market capitalization) and (3) their business strategies are similar to those of DTE Energy. In creating this peer group, the Company started with the S&P 1500 Multi-Utility and S&P 1500

Table of Contents

Electric Utility Indices and eliminated companies with less than \$2 billion of market capitalization and companies with material gas commodity exposure. In addition, companies that were in the process of being acquired were also eliminated. The O&C Committee reviews and approves this peer group annually.

| | |
|---------------------------------------|-----------------------------------|
| Alliant Energy Corporation | NSTAR |
| American Electric Power Company, Inc. | PG&E Corporation |
| CenterPoint Energy, Inc. | Pinnacle West Capital Corporation |
| CMS Energy Corporation | Progress Energy, Inc. |
| Consolidated Edison, Inc. | SCANA Corporation |
| DPL, Inc. | TECO Energy, Inc. |
| Great Plains Energy Inc. | The Southern Company |
| Integrus Energy Group, Inc. | Vectren Corporation |
| NiSource Inc. | Westar Energy, Inc. |
| Northeast Utilities | Wisconsin Energy Corporation |
| NV Energy, Inc. | Xcel Energy Inc. |

Total shareholder return compared to the Peer Group is the primary measure because it reflects how well our Company has performed on total return to its shareholders relative to the total shareholder returns of similar companies. See footnote 2 to the Option Exercises and Stock Vested in 2009 table on page 60. Over the past three years, the payout level has ranged from 12.75% to 36.25%. For the 2006 – 2008 period, the minimum levels of performance for all three measures were exceeded. Based on the results of these measures, the 2009 payout level, as approved by the O&C Committee, was 74.8%.

Restricted Stock: The restricted stock we grant is time-based restricted stock and generally includes a three-year vesting period. The granting of restricted stock allows us to grant executives long-term equity incentives to encourage continued employment. In 2009, restricted stock was granted, representing approximately 40% of the overall Long-Term Incentive Plan grant value, with the restriction period ending on February 26, 2012. The three-year vesting period focuses on long-term value creation and executive retention. The three-year vesting period requires continued employment throughout the restriction period. These restricted stock grants do not qualify as performance-based compensation under Internal Revenue Code Section 162(m). As such, the full values of these shares are included in the Internal Revenue Code Section 162(m) computation in the year of vesting. For more information, see Internal Revenue Code Limits on Deductibility of Compensation on page 53. In the event a participant retires (age 55 or older with at least 10 years of service), dies or becomes disabled, the participant or beneficiary retains the right to a pro-rated number of restricted shares. In the event the employment terminates for any other reason, the participant forfeits all rights to any outstanding restricted shares.

Stock Options: In 2009, non-qualified stock options represented approximately 20% of the overall Long-Term Incentive Plan grant value. The granting of stock options allows us to grant executives long-term equity incentives that align long-term performance with creating shareholder value. These stock options have a ten-year exercise period and vest one-third on each anniversary of the grant date over a three-year period. The stock option exercise price is based on the closing price on the date the options are granted. In the event a participant retires (age 55 or older with at least 10 years of service) or becomes disabled, the participant retains the rights to all outstanding vested and unvested stock options in accordance with the original terms of the grant. In the event a participant dies, the beneficiary has three years from the date of death to exercise the stock options. In the event employment terminates for any other reason, the participant forfeits all rights to any unvested stock options and has 90 days to exercise any vested stock options.

We have granted non-qualified stock options to executives and other employees of all levels since 1997 to enable these individuals to participate in our future success and to align their interests with those of our shareholders. The granting of options is administered by the O&C Committee under the terms of the Long-Term Incentive Plan.

Table of Contents

Retirement and Other Benefits

Providing a supplemental retirement program for our executives is in keeping with our philosophy and objectives to attract and retain talented executives. The Pension Benefits Table and related footnotes beginning on page 61 describe both the qualified and nonqualified retirement benefit programs for which certain executives are eligible and are commonly offered by other employers in our peer group. Other benefit programs include the DTE Energy Company Supplemental Savings Plan (the Supplemental Savings Plan), which mirrors the 401(k) plan and allows executives to continue to defer base salary after certain IRS limits have been reached. The matching contributions we make in the Supplemental Savings Plan are the same as those provided under the 401(k) plan. For further description of the supplemental retirement programs, see Pension Benefits on page 60.

Executive Benefits

We provide executives with certain benefits generally not available to our other employees as a matter of competitive practice and as a retention tool. The O&C Committee periodically reviews the level of executive benefits provided to executives against a peer group to assure they are reasonable and consistent with our overall compensation objectives.

We provide a cash allowance to certain executives in lieu of executive benefits typically provided by other companies. The executive is permitted to use the allowance as he or she deems appropriate. Although the allowance is taxable for income tax purposes, it is not considered as compensation for any Company incentive or benefit program.

During 2009, we provided various benefits for a limited number of officers that included the following:

a. Home security program and security driver for business: Home security monitoring for most executives has been phased out and replaced by the executive benefit allowance. During 2009, the Company provided home security monitoring systems for certain executives, including some of the Named Executive Officers, based on our executive security policies and a security risk assessment by the Company's chief security officer. These expenses are considered appropriate to protect the Company and its executives despite the incidental personal benefit to the executives. In addition to home security monitoring, under our executive security policy, the Board requires Mr. Earley to use a Company car and security driver while on Company business.

b. Corporate aircraft for limited business travel: We lease a fractional share of an aircraft for limited business travel by executives and other employees when there is an appropriate business purpose. Personal use of the aircraft is not allowed except in unusual circumstances and requires the prior approval of the CEO. During 2009, there was no personal use of the aircraft.

c. Supplemental retirement program: Certain executives are eligible for both the qualified and non-qualified retirement benefit programs, which are commonly offered by other employers in our peer group. For further description of the supplemental retirement programs, see Pension Benefits on page 60.

d. Other benefits: Executives are also allowed the limited use of corporate event tickets when available.

Post-Termination Agreements

We have entered into indemnification agreements and change-in-control agreements with each of the Named Executive Officers and certain other executives. The indemnification agreements require that we indemnify these individuals for certain liabilities to which they may become subject as a result of their affiliation with the Company. The change-in-control agreements are intended to provide continuity of management in the event there is a change-in-control of the Company and to align executive and shareholder interests in support of corporate

transactions. The important terms of, and the potential payments provided under, the change-in-control agreements are described beginning on page 64.

Table of Contents**Stock Ownership Policy**

Our principles for ownership of stock ensure that the executives and other employees have a vested interest in the financial health, management and success of the Company. We expect most executives and certain other employees to own, within five years of their appointment to such position, shares of our stock having a value equal to a multiple of their annual base salary. Common stock, time-based restricted stock, phantom stock, and unvested performance shares (assuming achievement of target levels of performance) are counted toward the fulfillment of this ownership requirement. The following are the requirements for the Named Executive Officers: (i) for Messrs. Earley and Anderson, five times their respective base salary; (ii) for Messrs. Kurmas and Meador, four times their respective base salary; and (iii) for Mr. Peterson, three times his base salary. Other executives and employees may be required to hold from one to three times their base salaries as determined by their executive group level within the Company. As of January 1, 2010, 100% of the Named Executive Officers and other required employees met the stock ownership guidelines.

Internal Revenue Code Limits on Deductibility of Compensation

Internal Revenue Code Section 162(m) places a limit of \$1 million on the amount of compensation we can deduct as a business expense on our federal income tax return with respect to covered employees unless it is (i) based on performance and (ii) paid under a program that meets Internal Revenue Code requirements. In general, covered employees for these purposes are our CEO and the three highest paid executive officers named in the Summary Compensation Table on page 55 other than the CEO and CFO. The Annual Incentive Plan and the Long-Term Incentive Plan, previously approved by the shareholders, are designed to provide the opportunity for use of the performance-based compensation exception. The Long-Term Incentive Plan permits various types of awards, some of which qualify for exemption under Internal Revenue Code Section 162(m) and some of which do not. We expect to continue to emphasize performance-based compensation programs designed to fulfill future corporate business objectives at all levels. Although these programs are generally designed to satisfy the requirements of Internal Revenue Code Section 162(m), we believe it is important to preserve flexibility in designing compensation programs and it may be appropriate in certain circumstances to grant compensation that may not meet all of the Internal Revenue Code requirements for deducting compensation in excess of \$1 million and, therefore, will not be tax deductible for the Company. For the 2009 tax year, the Company paid the Named Executive Officers a total of \$2.8 million which was not deductible.

We have also structured all of our nonqualified compensation programs to be in compliance with Internal Revenue Code Section 409A, as added by the American Jobs Creation Act of 2004. Internal Revenue Code Section 409A imposes additional tax penalties on our executive officers for certain types of deferred compensation that are not in compliance with the form and timing of elections and distribution requirements of that section.

Accounting considerations also play a role in our executive compensation program. Financial Accounting Standards Board Accounting Standards Codification Topic 718 (FASB ASC Topic 718) (for interim and annual periods ending on or before September 15, 2009). Financial Accounting Standards Board Statement SFAS No. 123R requires us to expense the fair value of our stock option grants over the vesting period, which reduces the amount of our reported profits. However, our executives only realize benefits from their stock options to the extent our stock price exceeds the option exercise price when they exercise their vested stock options.

Table of Contents

Report of the Organization and Compensation Committee

The O&C Committee has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based on that review and discussion, we recommended to the Board that the Compensation Discussion and Analysis be included in the Company's 2010 Proxy Statement.

Organization and Compensation Committee

Eugene A. Miller, Chair
Frank M. Hennessey
Allan D. Gilmour
Ruth G. Shaw

Table of Contents**Summary Compensation Table**

The table below summarizes the total compensation earned by each of the Named Executive Officers for the fiscal years ended December 31, 2007, December 31, 2008 and December 31, 2009, except for Mr. Kurmas. Since 2009 was Mr. Kurmas' first year as a Named Executive Officer, his total compensation, and the corresponding footnotes, relate only to the fiscal year ended December 31, 2009.

| Name and Principal Position | Year | Salary (\$)(1) | Stock Awards (\$)(2) | Option Awards (\$)(3) | Non-Equity Incentive Plan Compensation (\$)(4) | Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(5) | All Other Compensation (\$)(6) | Total (\$) |
|--|------|-------------------|----------------------------|-----------------------------|--|--|--------------------------------------|---------------|
| | | | | | | | | |
| Anthony F. Earley, Jr., Chairman and Chief Executive Officer | 2009 | 1,200,000 | 3,185,000 | 749,700 | 2,275,000 | 1,663,241 | 138,160 | 9,211,101 |
| | 2008 | 1,186,538 | 3,426,780 | 763,200 | 1,500,000 | 828,230 | 133,891 | 7,838,639 |
| | 2007 | 1,150,000 | 3,533,500 | 742,900 | 1,325,000 | 298,655 | 120,763 | 7,170,818 |
| David E. Meador, Executive Vice President and Chief Financial Officer | 2009 | 545,000 | 540,150 | 176,400 | 800,800 | 744,098 | 87,623 | 2,894,071 |
| | 2008 | 536,923 | 814,905 | 190,800 | 466,000 | 224,759 | 72,966 | 2,306,353 |
| | 2007 | 511,154 | 573,000 | 96,900 | 326,100 | 40,499 | 75,484 | 1,623,137 |
| Gerard M. Anderson, President and Chief Operating Officer | 2009 | 820,000 | 1,385,000 | 441,000 | 1,170,000 | 984,958 | 87,983 | 4,888,941 |
| | 2008 | 807,885 | 1,671,600 | 357,750 | 759,500 | 306,870 | 89,653 | 3,993,258 |
| | 2007 | 765,385 | 1,528,000 | 226,100 | 698,200 | 71,506 | 101,298 | 3,390,489 |
| Steven Kurmas, Group President | 2009 | 435,000 | 540,150 | 149,940 | 467,200 | 697,028 | 70,118 | 2,359,436 |
| Bruce D. Peterson, Senior Vice President and General Counsel | 2009 | 458,000 | 349,020 | 110,250 | 476,200 | 188,347 | 67,421 | 1,649,238 |
| | 2008 | 453,154 | 526,554 | 119,250 | 261,100 | 146,191 | 67,075 | 1,573,324 |
| | 2007 | 436,154 | 477,500 | 96,900 | 302,800 | 162,284 | 61,946 | 1,537,584 |

- (1) The base salary amounts reported include amounts which were voluntarily deferred by the Named Executive Officers into the Supplemental Savings Plan. The amounts deferred by each of the Named Executive Officers were as follows:

| Name | 2009 Deferred Amount | 2008 Deferred Amount | 2007 Deferred Amount |
|------------------------|----------------------|----------------------|----------------------|
| Anthony F. Earley, Jr. | \$ 103,500 | \$ 103,154 | \$ 99,500 |
| David E. Meador | \$ 27,100 | \$ 27,454 | \$ 25,392 |
| Gerard M. Anderson | \$ 65,500 | \$ 65,289 | \$ 61,038 |
| Steven Kurmas | \$ 11,400 | | |
| Bruce D. Peterson | \$ 20,140 | \$ 20,752 | \$ 19,392 |

- (2) These amounts represent the grant date fair value of the restricted stock and performance shares granted in 2007, 2008 and 2009 in accordance with FASB ASC Topic 718. The amounts for 2007 and 2008 have been restated in accordance with Proxy Disclosure Enhancement Rules adopted by the Securities and Exchange Commission on December 16, 2009. The number of awards granted and other information related to the 2009 grants are detailed in the Grants of Plan-Based Awards table on page 57.
- (3) These amounts represent the grant date fair value of the stock options granted in 2007, 2008 and 2009 in accordance with FASB ASC Topic 718. The amounts for 2007 and 2008 have been restated in accordance with Proxy Disclosure Enhancement Rules adopted by the Securities and Exchange Commission on December 16, 2009. The number of awards granted and other information related to the 2009 grants are detailed in the Grants of Plan-Based Awards table on page 57.
- (4) The 2009 Annual Incentive Plan amounts, shown in the Non-Equity Incentive Plan Compensation column, paid to the Named Executive Officers were calculated as described beginning on page 48 and include an individual performance modifier.
- (5) The amounts in this column represent the aggregate change in the actuarial present values of each Named Executive Officer's accumulated benefits under the DTE Energy Company Retirement Plan, the DTE

Table of Contents

Energy Company Supplemental Retirement Plan, and the DTE Energy Company Executive Supplemental Retirement Plan. The measurement period for 2009 was from January 1, 2009 to December 31, 2009, the measurement period for 2008 was December 1, 2007 to December 31, 2008 and the measurement period for 2007 was from December 1, 2006 to November 30, 2007. As a result of the measurement date for 2008 being a 13 month period, the Company has elected to report an annualized amount for 2008 in this table. Amounts in this column change from year to year based on a number of different variables. The primary variable is the discount rate used for valuation purposes. Discount rates used for 2007, 2008 and 2009 valuations were 6.5%, 6.9% and 5.9%, respectively. These plans are described in more detail beginning on page 61.

(6) The following table provides a breakdown of the 2009 amounts reported in this column.

| Name | Company Matching Contributions to the 401(k) Plan (\$)* | Company Matching Contributions to the Supplemental Savings Plan | Additional Benefits (\$)** | Total (\$) |
|------------------------|---|---|----------------------------------|---------------|
| Anthony F. Earley, Jr. | 11,077 | 60,923 | 66,160 | 138,160 |
| David E. Meador | 12,577 | 20,123 | 54,923 | 87,623 |
| Gerard M. Anderson | 11,354 | 37,846 | 38,783 | 87,983 |
| Steven Kurmas | 14,700 | 11,400 | 44,018 | 70,118 |
| Bruce D. Peterson | 12,683 | 14,797 | 39,941 | 67,421 |

* The matching contributions reflected in these two columns are predicated on the Named Executive Officers making contributions from base salary. The total combined Company matching contributions between the plans cannot exceed 6% for each of the Named Executive Officers.

** The Supplemental Savings Plan provides for deferring compensation in excess of various Internal Revenue Code limits imposed on tax qualified plans, including the maximum employee pre-tax contribution limit (\$15,500 plus \$5,000 per year catch-up contribution for 2007 and 2008 and \$16,500 plus \$5,500 per year catch-up contributions for 2009) and the compensation limit \$225,000 for 2007, \$230,000 for 2008 and \$245,000 for 2009). Supplemental Savings Plan account balances are paid only in cash to the Named Executive Officer upon termination of employment.

*** The value attributable to executive benefits for the Named Executive Officers. Beginning in 2007, the executives received a cash executive benefit allowance in lieu of certain non-cash executive benefits. The cash executive benefit allowance paid to each Named Executive Officer during 2009 was \$35,000. Other executive benefits during 2009 included security services and limited personal use of the use of corporate event tickets. See Executive Benefits on page 52 for a full discussion of executive benefits.

Table of Contents**Grants of Plan-Based Awards**

| Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1) | | | Estimated Future Payouts Under Equity Incentive Plan Awards(2) | | | All Other Stock Awards: Number of Shares of Stock or Units (#)(3) | All Other Option Awards: Number of Securities Underlying Options (#)(4) | Exercise or Base Price of Option Awards (\$/Sh) | Grant Date |
|------------|--|-------------------|--------------|--|------------|-------------|---|---|---|------------|
| | Threshold (\$) | Target Award (\$) | Maximum (\$) | Threshold (#) | Target (#) | Maximum (#) | | | | |
| 02/26/2009 | 0 | 1,200,000 | 3,150,000 | 0 | 60,000 | 120,000 | | | | |
| 02/26/2009 | | | | | | | 55,000 | | | |
| 02/26/2009 | | | | | | | | 170,000 | 27.70 | |
| 02/26/2009 | 0 | 408,750 | 1,072,969 | 0 | 10,000 | 20,000 | | | | |
| 02/26/2009 | | | | | | | 9,500 | | | |
| 02/26/2009 | | | | | | | | 40,000 | 27.70 | |
| 02/26/2009 | 0 | 615,000 | 1,614,375 | 0 | 25,000 | 50,000 | | | | |
| 02/26/2009 | | | | | | | 25,000 | | | |
| 02/26/2009 | | | | | | | | 100,000 | 27.70 | |
| 02/26/2009 | 0 | 282,750 | 742,219 | 0 | 10,000 | 20,000 | | | | |
| 02/26/2009 | | | | | | | 9,500 | | | |
| 02/26/2009 | | | | | | | | 34,000 | 27.70 | |
| 02/26/2009 | 0 | 274,800 | 721,350 | 0 | 6,500 | 13,000 | | | | |
| 02/26/2009 | | | | | | | 6,100 | | | |

02/26/2009

25,000

27.70

- (1) These dollar amounts represent the threshold, target, and maximum payouts for the 2009 plan year under the Annual Incentive Plan. The various measures and details of the 2009 final awards are presented beginning on page 48.
- (2) The target column represents the number of performance shares granted to the Named Executive Officers under the Long-Term Incentive Plan on February 26, 2009. The performance measurement period for the 2009 grants is January 1, 2009 through December 31, 2011. Payments earned from the 2009 grants will be based on three performance measures weighted as follows: (i) total shareholder return vs. shareholder return of a custom peer group (40%), (ii) business unit specific measure (40%) and (iii) balance sheet health (20%). The final payouts, if any, will occur after the O&C Committee approves the final results in early 2012. Beginning with 2010 performance share grants, dividends or dividend equivalents are not paid on unvested performance shares.
- (3) This column reports the number of shares of restricted stock granted under the Long-Term Incentive Plan to each of the Named Executive Officers on February 26, 2009. These shares of restricted stock will vest on February 26, 2012, assuming the Named Executive Officer is still actively employed by the Company on that date. Dividends on these shares of restricted stock are paid to the Named Executive Officer during the vesting period and are paid at the same rate as dividends paid to shareholders.
- (4) This column reports the number of stock options granted under the Long-Term Incentive Plan to the Named Executive Officers on February 26, 2009. These stock options, which will expire on February 26, 2019, are exercisable at \$27.70 per share when they become vested. The Company determined the exercise price for stock options based on the closing price on the date of grant. On February 26, 2009, the closing price for DTE Energy common stock was \$27.70 per share. These stock options vest one-third on each anniversary of the grant date over a three-year period.
- (5) This column reports the grant date fair value of each equity award granted in 2009 computed in accordance with FASB