

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

1193311

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2008

Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer
ONCOR ELECTRIC DELIVERY CO. LLC

Jurisdiction of Incorporation/Organization
DELAWARE

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2007 Yet to

Previous Name(s) None
(1) ONCOR ELECTRIC DELIVERY CO.
(2) TXU ELECTRIC DELIVERY CO.

Entity Type (Select one)
Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)



(If more than one issuer is filing this notice, check this box and identify as

id 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1
1601 BRYAN STREET
City
DALLAS
State/Province/Country
TEXAS

Street Address 2
ENERGY PLAZA
ZIP/Postal Code
75201
Phone No.
(214) 486-2000

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Washington, DC 101

Item 3. Related Persons

Last Name First Name Middle Name
BROWNELL NORA

Street Address 1 Street Address 2
1601 BRYAN STREET ENERGY PLAZA
City State/Province/Country ZIP/Postal Code
DALLAS TEXAS 75201

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
Banking and Financial Services
Commercial Banking
Insurance
Investing
Investment Banking
Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
Private Equity Fund
Venture Capital Fund
Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services
Energy
Electric Utilities
Energy Conservation
Coal Mining
Environmental Services
Oil & Gas
Other Energy

- Health Care
Biotechnology
Health Insurance
Hospitals & Physicians
Pharmaceuticals
Other Health Care

- Manufacturing
Real Estate
Commercial

- Construction
REITS & Finance
Residential
Other Real Estate

- Retailing
Restaurants

- Technology
Computers
Telecommunications
Other Technology

- Travel
Airlines & Airports
Lodging & Conventions
Tourism & Travel Services
Other Travel

Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c)      | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6) |   |
|  | <input type="checkbox"/> Section 3(c)(7) |   |

Item 7. Type of Filing

- New Notice      OR       Amendment

Date of First Sale in this Offering: 5 NOVEMBER 2008      OR       First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year?       Yes       No

Item 9. Type(s) of Securities Offered (Select all that apply)

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                 |

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient: CREDIT SUISSE SECURITIES (USA) LLC; Recipient CRD Number: 816; (Associated) Broker or Dealer: None

Street Address 1: 7300 LOUIS STEPHENS DRIVE; Street Address 2: ; City: RESEARCH TRIANGLE PARK; State/Province/Country: NORTH CAROLINA; ZIP/Postal Code: 27709

States of Solicitation: All States; Grid of state checkboxes with TX checked.

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 1,268,095,000 OR Indefinite; (b) Total Amount Sold \$ 1,268,095,000; (c) Total Remaining to be Sold \$ - OR Indefinite

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 8

Enter the total number of investors who already have invested in the offering: 49

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 12,541,250 Estimate

Finders' Fees \$ -NIL- Estimate

Clarification of Response (if Necessary)

SUM PAID FOR FINANCIAL ADVISORY SERVICES IN CONNECTION WITH THE SALE OF EQUITY

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ -NIL-

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the Issuer is claiming a Rule 505 exemption, the Issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

ONCOR ELECTRIC DELIVERY CO. LLC

Name of Signer

Richard C. Hays

Signature

Richard C. Hays

Title

Controller

Number of continuation pages attached:

5

Date

11-19-08

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
HILL, JR.	WILLIAM	T.
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
LIPSCHULTZ	MARC	S.
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
SHAPARD	ROBERT	S.
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
WORTHAM III	RICHARD	W.
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
LIAW	JEFFREY	
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
ESTRADA	ROBERT	
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
DUNNING	TOM	
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
FORD	MONTE	E.
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: BYERS      First Name: RICHARD      Middle Name: C

Street Address 1: 1601 BRYAN STREET      Street Address 2: ENERGY PLAZA

City: DALLAS      State/Province/Country: TEXAS      ZIP/Postal Code: 75201

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name: ZUCCHET      First Name: STEVEN      Middle Name: J.

Street Address 1: 1601 BRYAN STREET      Street Address 2: ENERGY PLAZA

City: DALLAS      State/Province/Country: TEXAS      ZIP/Postal Code: 75201

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name: TRIMBLE      First Name: ROB      Middle Name: D.

Street Address 1: 1601 BRYAN STREET      Street Address 2: ENERGY PLAZA

City: DALLAS      State/Province/Country: TEXAS      ZIP/Postal Code: 75201

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name: JACKSON      First Name: BRENDA      Middle Name: L.

Street Address 1: 1601 BRYAN STREET      Street Address 2: ENERGY PLAZA

City: DALLAS      State/Province/Country: TEXAS      ZIP/Postal Code: 75201

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: PULIS      First Name: BRENDA      Middle Name: J.

Street Address 1: 1601 BRYAN STREET      Street Address 2: ENERGY PLAZA

City: DALLAS      State/Province/Country: TEXAS      ZIP/Postal Code: 75201

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary):

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Last Name: JENKINS, III      First Name: CHARLES      Middle Name: W.

Street Address 1: 1601 BRYAN STREET      Street Address 2: ENERGY PLAZA

City: DALLAS      State/Province/Country: TEXAS      ZIP/Postal Code: 75201

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary):

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Last Name: GREER      First Name: JAMES      Middle Name: A.

Street Address 1: 1601 BRYAN STREET      Street Address 2: ENERGY PLAZA

City: DALLAS      State/Province/Country: TEXAS      ZIP/Postal Code: 75201

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary):

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Last Name: DAVIS      First Name: DAVID      Middle Name: M.

Street Address 1: 1601 BRYAN STREET      Street Address 2: ENERGY PLAZA

City: DALLAS      State/Province/Country: TEXAS      ZIP/Postal Code: 75201

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
CLEVENGER	DON	J.
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
ELMER	DEBBI	
Street Address 1	Street Address 2	
1601 BRYAN STREET	ENERGY PLAZA	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s):	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s):	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

END