OTTER TAIL CORP
Form 4
April 12, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MACFARLANE CHARLES S

(Last) (First) (Middle)

215 S CASCADE ST

(Street)

FERGUS FALLS, MN 56537-2801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
OTTER TAIL CORP [OTTR]

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Otter Tail Power Co

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/10/2006		F		771	D	$ 28.235	4,250 (1)	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	04/10/2006		A		4,300		(3)	04/08/2010	Common Stock	4,300	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACFARLANE CHARLES S 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			President, Otter Tail Power Co	

Signatures

/s/ Charles S MacFarlane by Debra J Lill -POA	04/12/2006
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Grants of Restricted Stock. On 4/10/2006, 771 shares were withheld by the Corporation to pay taxes due upon vesting of restricted stock, exempt pursuant to Rule 16b-3(e). 4,250 shares remain restricted. See below for other holdings: 1. Direct holding of 730 shares. 2. Direct holding of 5,241.4458 shares held in the Dividend Reinvestment Plan. 3. Direct holding of 4,660 shares which no longer carries the restriction. 4. Direct holding of 3,618.4073 shares held in the Employee Stock Purchase Plan. 5. Indirect holding of 642.3866 shares held by ESOP. 6. Indirect holding of 154.891 shares held by his children in custodian accounts. 7. 10,000 stock options with expiration date of 12/9/2011. 8. 3,000 stock options with expiration date of 4/7/2012. 9. 8,000 stock options with expiration date of 4/13/2013. 10. 3,000 stock options with expiration date of 4/11/2014. 11. 3,000 stock options with expiration date of 4/10/2015.

(2) One for one.

(3) These units vest 100% on 4/8/2010 based on continued employment.

(4) These restricted stock units vest 100% on 4/8/2010 based on continued employment and carry no voting rights or rights to dividends prior to vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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