#### MACFARLANE JOHN C

Form 4

December 23, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Person _	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	Otter Tail Corp [OTTR]	(Check all applicable)		
(Middle)	3. Date of Earliest Transaction			
	(Month/Day/Year) 12/21/2009	_X_ Director 10% Owner Officer (give title Other (specify below)		
	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
37-2801	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	_	Symbol Otter Tail Corp [OTTR]  3. Date of Earliest Transaction (Month/Day/Year) 12/21/2009  4. If Amendment, Date Original Filed(Month/Day/Year)		

Person

#### **FERGUS FALLS, MN 56537-2801**

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	e Secu	rities Acquii	red, Disposed of,	or Beneficiall	y 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. Securit or Dispos (Instr. 3,	ed of 4 and 3	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/21/2009		M	25,000	A	\$ 19.75	80,641.0554 (1)	D	
Common Stock	12/21/2009		S(2)	12,100	D	\$ 24.4	68,541.0554	D	
Common Stock	12/21/2009		S(2)	500	D	\$ 24.4025	68,041.0554	D	
Common Stock	12/21/2009		S(2)	500	D	\$ 24.405	67,541.0554	D	
Common Stock	12/21/2009		S(2)	500	D	\$ 24.4075	67,041.0554	D	
	12/21/2009		S(2)	3,714	D	\$ 24.41	63,327.0554	D	

### Edgar Filing: MACFARLANE JOHN C - Form 4

Common Stock								
Common Stock	12/21/2009	S(2)	500	D	\$ 24.415	62,827.0554	D	
Common Stock	12/21/2009	S(2)	2,500	D	\$ 24.42	60,327.0554	D	
Common Stock	12/21/2009	S(2)	300	D	\$ 24.425	60,027.0554	D	
Common Stock	12/21/2009	S(2)	400	D	\$ 24.43	59,627.0554	D	
Common Stock	12/21/2009	S(2)	286	D	\$ 24.44	59,341.0554	D	
Common Stock	12/21/2009	S(2)	700	D	\$ 24.45	58,641.0554	D	
Common Stock	12/21/2009	S(2)	500	D	\$ 24.455	58,141.0554	D	
Common Stock	12/21/2009	S(2)	1,000	D	\$ 24.4575	57,141.0554	D	
Common Stock	12/21/2009	S(2)	900	D	\$ 24.46	56,241.0554	D	
Common Stock	12/21/2009	S(2)	200	D	\$ 24.465	56,041.0554	D	
Common Stock	12/21/2009	S(2)	400	D	\$ 24.5	55,641.0554	D	
Common Stock						23,360.6884	I	ESOP
Common Stock						3,441.281	I	By IRA

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

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 control number.

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)	4. Transaction Code (Instr. 8)	of Derivative Securities Acquired	7. Title and Amount Underlying Securitie (Instr. 3 and 4)
	Security			(A) or	

### Edgar Filing: MACFARLANE JOHN C - Form 4

Disposed of (D) (Instr. 3, 4, and 5)

		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Stock Options(right to buy)	\$ 19.75					04/10/2001(3)	04/10/2010	Common Stock	100,0
Stock Options(right to buy)	\$ 26.25					04/09/2002(3)	04/09/2011	Common Stock	100,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MACFARLANE JOHN C 215 S CASCADE ST X FERGUS FALLS, MN 56537-2801

# **Signatures**

/s/John C MacFarlane by Ella Leapaldt, Attorney-in-Fact

12/23/2009

\*\*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) Total direct holdings include shares jointly held with spouse in the Dividend Reinvestment Plan and the Employee Stock Purchase Plan and shares acquired individually pursuant to Restricted Stock Award distributions.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on 9/4/2009 and amended on 12/9/2009.
- (3) Stock options vest in cumulative annual installments of 25% beginning the date shown.

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

Reporting Owners 3