Otter Tail Corp Form 4 April 16, 2014

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * MACFARLANE CHARLES S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Otter Tail Corp [OTTR] 3. Date of Earliest Transaction	(Check all applicable)			
215 S CASCADE ST			(Month/Day/Year) 04/14/2014	Director 10% Owner Special Director 10% Owner Other (special Delow) President & COO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
FERGUS FALLS, MN 56537-2801				Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities onAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(1120111112 1137 1 2012)	(1115111-0)	(moure, runde)	Following	(Instr. 4)	(Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/14/2014		A(1)	6,000 A (2)	77,227.4611 (3)	D	
Common Stock					2,094.3482	I	ESOP
Common Stock					1,677.3527	I	By daughter
Common Stock					1,677.3527	I	By son

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

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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. Transactic Code (Instr. 8)	5. DrNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Underlying		Securities	;
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to	\$ 24.93					10/11/2005(4)	04/11/2015	Common Stock	3,000	

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 & COO

Signatures

buy)

/s/ Charles S MacFarlane by Debra J Lill, Attorney-in-Fact

04/16/2014

Date

**Signature of Reporting Person

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) Shares of Common Stock acquired under the 2014 Stock Incentive Plan, which is a grant of Restricted Stock. The 6,000 shares granted 4/14/2014 vest 25% yearly commencing 4/8/2015.
- (2) This grant has a FMV of \$29.41.
- (3) Total direct holdings include shares acquired through the Dividend Reinvestment Plan, the Employee Stock Purchase Plan and shares acquired pursuant to Stock Options, Restricted Stock Awards & Restricted Stock Unit distributions.

Reporting Owners 2

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(4) Stock Options vest 100% six months from the date of the grant.

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