Otter Tail Corp Form 4 February 09, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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

Check this box

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 Ad KOECK GE	ddress of Reporting P ORGE A	Symbol	Name and il Corp [C	Ticker or Trading  OTTR]	Issuer	of Reporting Per eck all applicable	
(Last) 215 S CASC		3. Date of (Month/D 02/09/20	•	ansaction	DirectorX Officer (gi	109	% Owner ner (specify
	(Street)		ndment, Dat th/Day/Year)	Č	Applicable Line) _X_ Form filed by	Joint/Group Filing  y One Reporting Po	erson
FERGUS FA	ALLS, MN 56537	-2801			Form filed by Person	More than One Ro	eporting
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities	Acquired, Disposed	of, or Beneficia	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Pri	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)
Common Stock				<b>,</b> ,	6,094.302 (1)	D	
Common Stock					1,021.3513	I	ESOP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance Rights	<u>(2)</u>	02/06/2015		A	12,250	<u>(3)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units (right to buy)	<u>(7)</u>	02/06/2015		A	2,500	02/06/2016(8)	02/06/2016(8)	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

KOECK GEORGE A 215 S CASCADE ST FERGUS FALLS, MN 56537-2801

Sr VP, Gen Coun & Corp Sec

Signatures

/s/ George A Koeck by Debra J Lill, Attorney-in-Fact

02/09/2015

\*\*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 held in the Dividend Reinvestment Plan and shares acquired pursuant to Restricted Stock Awards and Performance Award distributions.
- (2) This is a Performance Share Award and has no conversion or exercise price at this time.
- (3) There is no specific "Exercisable Date" on this Performance Share Award.
- (4) There is no specific "Expiration Date" on this Performance Share Award.
- (5) The grant price of this award was based on fair market value at the time of the grant which was \$21.32.
- (6) Performance Share Award acquired under the 1999 Stock Incentive Plan. This award was reaffirmed at the Board of Directors meeting held 2/6/2015 and is based on performance period of 1/1/2012 12/31/2014.
- (7) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (8) The restricted stock units vest in four equal annual installments beginning February 6, 2016.

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

Reporting Owners 2

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