Otter Tail Corp Form 4 March 25, 2015

# FORM 4

Check this box

if no longer

subject to

Section 16.

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

3235-0287 Number:

January 31, Expires:

2005

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#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * MACFARLANE CHARLES S			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)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
215 S CASCADE ST			(Month/Day/Year) 03/23/2015	Director 10% Owner _X Officer (give title Other (specify below) President & COO			
(Street) FERGUS FALLS, MN 56537-2801			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(Ctata)	(7in)					

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		pose	d of (D)	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	03/23/2015		M	3,000	A	\$ 24.93	90,326.0739 (1)	D	
Common Stock							2,160.5098	I	ESOP
Common Stock							1,730.3181	I	By daughter
Common Stock							1,730.3181	I	By son

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. Transactic Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Stock Options (rights to buy)	\$ 24.93	03/23/2015		M	3,000	10/11/2005(2)	04/11/2015	Common Stock	3,000
Restricted Stock Units (right to	(3)					02/06/2016	02/06/2016	Common Stock	8,000

# **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**

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

03/25/2015

\*\*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)** 

buy)

Reporting Owners 2

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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 and Restricted Stock Unit distributions.

- (2) Stock Options vest 100% six months from the date of the grant.
- (**3**) 1 -for -1

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.