Otter Tail Corp Form 4 February 10, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

91,221.879

2,295.2625

1,809.302

1,809.302

D

Ι

Ι

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Common

Common

Stock

Stock

Stock

Stock

02/06/2016

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MACFARLANE CHARLES S

WACTARLANE CHARL			Symbol	Otter Tail Corp [OTTR]  3. Date of Earliest Transaction (Month/Day/Year) 02/04/2016				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below) President & COO			
(Last) (First) (Mi		(Month/I									
				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 FA	-2801					Form filed by More than One Reporting Person				
	(City)	(State)	Zip) Tab	le I - Non-De	rivative S	Securi	ities Acc	quired, 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)	Transaction Code (Instr. 8)	4. Securit (A) or Di (D) (Instr. 3,	spose	d of	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	02/06/2016(1)		M	2,000	A	<u>(2)</u>	91,999.879 (3)	D		

778 (4) D

F

**ESOP** 

Daughter

By Son

By

#### Edgar Filing: Otter Tail Corp - Form 4

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 2. Conversion Security or Exercise (Instr. 3) 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. Numb or Derivative Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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	Amour or Number of Shares
Restricted Stock	(2)	02/04/2016		A	9,500		02/06/2017(5)	(5)	Common Stock	9,500
Restricted Stock	(2)	02/06/2016		M		2,000	02/06/2016(1)	<u>(1)</u>	Common	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 Ella J Leapaldt, Attorney-in-Fact

02/10/2016

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) The restricted stock units vest in four equal installments beginning February 6, 2016.
- (2) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (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 Units and Performance Share Awards.
- (4) These shares were withheld by the Corporation to pay taxes due upon vesting of this award, exempt pursuant to Rule 16b-3(e).
- (5) The restricted stock units vest in four equal annual installments beginning February 6, 2017.

Reporting Owners 2

### Edgar Filing: Otter Tail Corp - Form 4

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.