Otter Tail Corp Form 4 February 10, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

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

may continue.

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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 See Instruction

SECURITIES

1(b).

(Print or Type Responses)

| | 1. Name and A | ddress of Reporting | Person * | 2. Issuer | r Name and | d Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|--------------------------------------|---|---------------------|-----------|----------------------------|---|---|----------------------------------|------------|--|--|
| | (Last) | (First) (N | Middle) | | ail Corp [f Earliest T | | (Check all applicable) | | | | |
| (Last) (First) (Middle) 215 S CASCADE ST | | | (Month/E 02/04/2 | ay/Year) | ransacuon | Director 10% Owner Other (specify below) | | | | | |
| (Street) | | | | | ndment, Day/Yea | ate Original r) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| | FERGUS FA | ALLS, MN 5653 | 7-2801 | | | | Form filed by More than One Reporting Person | | | | |
| | (City) | (State) | (Zip) | Tabl | e I - Non-I | Derivative Securities Acc | quired, Disposed | of, or Beneficia | ally Owned | | |
| | 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | | 3. Transacti | 4. Securities Acquired on(A) or Disposed of (D) | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | | | |

| (City) | (State) | Table | e I - Non-D | erivative S | Secur | ities Ac | 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) | 3. Transactio Code (Instr. 8) | 4. Securit n(A) or Di (D) (Instr. 3, | spose | d of | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/06/2016(1) | | M | 725 | A | <u>(2)</u> | 46,655 (3) | D | |
| Common Stock | 02/06/2016 | | F | 323 (4) | D | \$ 28.4 | 46,332 | D | |
| Common Stock | | | | | | | 290.875 | I | ESOP |
| Common Stock | | | | | | | 319.612 | I | By Daughters |

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 of actionDerivative Securities 8) 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 | Amount or Number of Shares |
| Restricted Stock Units | (2) | 02/04/2016 | | A | 3,600 | | 02/06/2017(5) | (5) | Common Stock | 3,600 |
| Restricted Stock Units | (2) | 02/06/2016 | | M | | 725 | 02/06/2016(1) | <u>(1)</u> | Common Stock | 2,900 |

Reporting Owners

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

MOUG KEVIN G

215 S CASCADE ST CFO & Sr VP

FERGUS FALLS, MN 56537-2801

Signatures

/s/Kevin G Moug by Ella J Leapaldt,
Attorney-in-Fact

02/10/2016

**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) 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 jointly held with spouse, shares acquired individually through the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Awards and Performance Award distributions.

Reporting Owners 2

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- (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.

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.