

MACFARLANE CHARLES S  
Form 4  
April 12, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACFARLANE CHARLES S

(Last) (First) (Middle)  
215 S CASCADE ST  
(Street)

FERGUS FALLS, MN 56537-2801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Otter Tail Corp [OTTR]

3. Date of Earliest Transaction (Month/Day/Year)  
04/08/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

President, Otter Tail Power Co

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 04/08/2011                           |  | M                              | 3,450 A (1)   | 44,263.8026   | D  |   |
| Common Stock                    | 04/08/2011                           |  | F                              | 1,906 (2) D \$ 22.83  | 42,357.8026   | D  |   |
| Common Stock                    | 04/11/2011                           |  | A(3)                           | 9,900 A (4)   | 52,257.8026 (5)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,492.918   | I  | ESOP  |
| Common Stock                    |                                      |  |                                |   | 1,448.4658  | I  | By daughter   |

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Common Stock 1,448.4658 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. Transaction Code (Instr. 8) | 5. Number of 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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Restricted Stock Units (right to buy)      | (6)  | 04/08/2011                           |  | M                              | 3,450   | 04/08/2011   | 04/08/2011  | Common Stock               | 3,450                      |
| Stock Options (right to buy)               | \$ 29.74   |                                      |  |                                |   | 12/10/2002(7)  | 12/10/2011  | Common Stock               | 10,000                     |
| Stock Options (right to buy)               | \$ 26.495  |                                      |  |                                |   | 10/12/2004(8)  | 04/12/2014  | Common Stock               | 3,000                      |
| Stock Options (right to buy)               | \$ 24.93   |                                      |  |                                |   | 10/11/2005(8)  | 04/11/2015  | Common Stock               | 3,000                      |
| Restricted Stock Units                     | (9)  |                                      |  |                                |   | 04/08/2012   | 04/08/2012  | Common Stock               | 3,550                      |
| Restricted Stock Units                     | (9)  |                                      |  |                                |   | 04/08/2013   | 04/08/2013  | Common Stock               | 4,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| MACFARLANE CHARLES S<br>215 S CASCADE ST<br>FERGUS FALLS, MN 56537-2801 |               |           | President, Otter Tail Power Co |       |

## Signatures

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

04/12/2011

\_\_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 reporting person receives one share of Common Stock for each restricted stock unit that vests.
- In accordance with the issuer's equity award program, restricted stock units were forfeited to issuer in satisfaction of tax withholding obligation upon vesting of 3,450 restricted stock units on April 8, 2011. The issuer returned such forfeited restricted stock units of 1,129 to the respective stock plan. The balance of 777 shares of Common Stock were withheld by the Corporation to pay taxes due upon vesting of restricted stock, exempt pursuant to Rule 16b-3(e).
- (2) Shares of Common Stock acquired under the Corporation's Stock Incentive Plan, which is a grant of Restricted Stock. The 9,900 shares granted 4/11/2011 vest 25% yearly commencing 4/8/2012.
- (3) This grant has a FMV of \$22.51.
- (4) Total direct holdings include shares held in the Dividend Reinvestment Plan, shares acquired through the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Awards and Restricted Stock Unit distributions.
- (5) Each restricted stock unit represents a contingent right to receive one share of Common Stock. The reporting person receives one share of Common Stock for each restricted stock unit that vests.
- (6) Stock Options vest in cumulative annual installments of 25% beginning the date shown.
- (7) Stock Options vest 100% six months from the date of the grant.
- (8) 1 -for -1

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