Poferl Judy M.
Form 4
February 21, 2019

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Poferl Judy M.

(Last) (First) (Middle)

414 NICOLLET MALL

(Street)

MINNEAPOLIS, MN 55401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
XCEL ENERGY INC [XEL]

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

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)
SVP, Corp Secretary, Exec Svcs

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	02/19/2019		A		152.062	A	$ 0	16,430.062	D	
Common Stock	02/19/2019		M		2,157.281	A	(1)	18,587.343	D	
Common Stock	02/19/2019		F		779.343	D	$ 53.46	17,808 (2)	D	

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

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number.

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock	$ 0 (1)	02/19/2019		A		6,318		(3)	(3)	Common Stock	6,3
Restricted Stock Units	(1)	02/19/2019		M			2,157.281 (5)	(6)	(6)	Common Stock	2,15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Poferl Judy M. 414 NICOLLET MALL MINNEAPOLIS, MN 55401			SVP, Corp Secretary, Exec Svcs	

Signatures

Jodee L. Marble, Attorney in Fact for Judy M. Poferl	02/21/2019
**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) Restricted stock units and phantom shares are settled in common stock on a one-for-one basis.

(2) Fractional share interests relating to the settlement of restricted stock and performance share unit awards and relating to share withholding for taxes were settled in cash.

(3) Shares of phantom stock become payable in accordance with the reporting person's distribution election made under the Issuer's Deferred Compensation Plan (the "Plan").

(4) The number of shares of phantom stock reflects additional shares credited upon the deemed reinvestment of dividend equivalents as well as minor adjustments due the unitized nature of the Plan's Issuer stock fund.

(5) Number of shares and units shown reflects the reinvestment of dividend equivalents since the original grant of 1,961 units.

(6) Award vested on December 31, 2018 but was settled in shares of common stock on February 19, 2019.

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