

MACFARLANE CHARLES S

Form 4

April 22, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

04/20/2009

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 ____ Other (specify
below) 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					22,386.9937 (1)	D	
Common Stock					1,074.8931	I	ESOP
Common Stock					1,296.9546	I	By daughter
Common Stock					1,296.9546	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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (right to buy)	(2)	04/20/2009		A(3)	V	4,000		04/08/2013	04/08/2013	Common Stock	4,000
Stock Options (right to buy)	\$ 29.74							12/10/2002(5)	12/10/2011	Common Stock	10,000
Stock Options (right to buy)	\$ 26.495							10/12/2004(6)	04/12/2014	Common Stock	3,000
Stock Options (right to buy)	\$ 24.93							10/11/2005(6)	04/11/2015	Common Stock	3,000
Restricted Stock Units (right to buy)	(2)							04/08/2010	04/08/2010	Common Stock	4,300
Restricted Stock Units (right to buy)	(2)							04/08/2011	04/08/2011	Common Stock	3,450
	(2)							04/08/2012	04/08/2012		3,550

Restricted
Stock
Units
(right to
buy)

Common
Stock

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, Otter Tail Power Co	

Signatures

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

04/22/2009

__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) 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 Award distributions.
- (2) 1 -for -1
- (3) Restricted Stock Units acquired under the Corporation's Stock Incentive Plan. The 4,000 units were granted 4/20/2009 and vest 100% on 4/8/2013 based on continued employment and carry no voting rights or rights to dividends prior to vesting date.
- (4) This grant has a FMV of \$22.15.
- (5) Stock options vest in cumulative annual installments of 25% beginning the date shown.
- (6) Stock options vest 100% six months from the date of the grant.

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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