

MACFARLANE JOHN C

Form 4

December 23, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACFARLANE JOHN C

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

215 S CASCADE ST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

FERGUS FALLS, MN 56537-2801

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/21/2009		M	25,000 A	\$ 19.75	80,641.0554 (1)	D
Common Stock	12/21/2009		S(2)	12,100 D	\$ 24.4	68,541.0554	D
Common Stock	12/21/2009		S(2)	500 D	\$ 24.4025	68,041.0554	D
Common Stock	12/21/2009		S(2)	500 D	\$ 24.405	67,541.0554	D
Common Stock	12/21/2009		S(2)	500 D	\$ 24.4075	67,041.0554	D
	12/21/2009		S(2)	3,714 D	\$ 24.41	63,327.0554	D

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Common Stock								
Common Stock	12/21/2009	S ⁽²⁾	500	D	\$ 24.415	62,827.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	2,500	D	\$ 24.42	60,327.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	300	D	\$ 24.425	60,027.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	400	D	\$ 24.43	59,627.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	286	D	\$ 24.44	59,341.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	700	D	\$ 24.45	58,641.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	500	D	\$ 24.455	58,141.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	1,000	D	\$ 24.4575	57,141.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	900	D	\$ 24.46	56,241.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	200	D	\$ 24.465	56,041.0554	D	
Common Stock	12/21/2009	S ⁽²⁾	400	D	\$ 24.5	55,641.0554	D	
Common Stock						23,360.6884	I	ESOP
Common Stock						3,441.281	I	By IRA

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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Disposed
of (D)
(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
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Stock Options(right to buy)	\$ 19.75			04/10/2001 ⁽³⁾	04/10/2010	Common Stock	100,000
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Stock Options(right to buy)	\$ 26.25			04/09/2002 ⁽³⁾	04/09/2011	Common Stock	100,000
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MACFARLANE JOHN C
215 S CASCADE ST
FERGUS FALLS, MN 56537-2801

X

Signatures

/s/John C MacFarlane by Ella Leapaltd,
Attorney-in-Fact

12/23/2009

____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 jointly held with spouse in the Dividend Reinvestment Plan and the Employee Stock Purchase Plan and shares acquired individually pursuant to Restricted Stock Award distributions.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on 9/4/2009 and amended on 12/9/2009.
- (3) Stock options vest in cumulative annual installments of 25% beginning the date shown.

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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