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DUTTON CHRISTOPHER L

Form 4 April 16, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

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

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

163 ACORN LANE

1. Name and Address of Reporting Person * **DUTTON CHRISTOPHER L**

(First)

2. Issuer Name and Ticker or Trading Symbol

GREEN MOUNTAIN POWER CORP [GMP]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 04/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

_X__ Director 10% Owner Other (specify X_ Officer (give title below)

Chief Executive Officer

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

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

COI	_CH	EST	ER,	VT	05446
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(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Secu	rities A	Acquire	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Accordisposed 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)
Common Stock	04/12/2007		Code V $D_{\underline{1}}^{(1)}$	Amount 41,115.9436 (2)	(D)	Price \$ 35	,	D	
Common Stock	04/12/2007		D(3)	6,710.6022 (4)	D	\$ 35	0	I	By 401(k) Plan
Common Stock	04/12/2007		D(3)	63.8975 <u>(5)</u>	D	\$ 35	0	I	By wife for Daughter
Common Stock	04/12/2007		D(3)	63.8975 <u>(6)</u>	D	\$ 35	0	I	By wife for 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. 5. Number of TransactionDerivative Code Securities (Instr. 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
Stock Options (Right to Buy)	\$ 7.9	04/12/2007		D	4	44,000	<u>(7)</u>	08/22/2010	Common Stock	44,000

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

DUTTON CHRISTOPHER L 163 ACORN LANE COLCHESTER, VT 05446

NE X Chief Executive Officer

Signatures

/s/Donald J. Rendall, Jr., Attorney-In-Fact

04/16/2007

**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).

Corporation and Green Mountain Power Corporation purusant to which Northstars Merger Subsidiary Corporation was merged into
Green Mountain Power Corporation (the "Merger"), each share of Green Mountain Power Corporation stock outstanding at the effective time of the Merger was converted into the right to receive \$35.00 in cash. Total also includes deferred stock units. Under the Agreement and Plan of Merger, each deferred stock unit was cancelled and in exchange for the right to receive the product of (i) the number of shares subject to such deferred stock units and (ii) \$35.00 in cash.

Under the Agreement and Plan of Merger by and among Northern New England Energy Corporation, Northstars Merger Subsidiary

(2) Includes 250.6195 shares acquired between October 2, 2006 and March 26, 2007 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of March 26, 2007. Also includes 25,619.0000 deferred stock units.

(3)

Reporting Owners 2

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Under the Agreement and Plan of Merger, each share of Green Mountain Power common stock outstanding at the effective time of the Merger was converted into the right to receive \$35.00 in cash.

- (4) Includes 196.8335 shares acquired between October 2, 2006 and March 26, 2007 under the GMP 401(k) plan. The information in this report is based on a plan statement as of March 26, 2007.
- The shares are held by the reporting person's wife as custodian for daughter under Uniform Gifts to Minors Act. Includes 1.0334 shares acquired between October 2, 2006 and March 26, 2007 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of March 26, 2007.
- The shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act. Includes 1.0334 shares (6) acquired between October 2, 2006 and March 26, 2007 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of March 26, 2007.
- Under the Agreement and Plan of Merger, each outstanding stock option outstanding at the effective time of the Merger was cancelled in exchange for a cash payment equal to the product of (i) the total number of shares subject to such option and (ii) the amount by which \$35.00 exceeds the exercise price per share subject to such option.

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.