

Otter Tail Corp
 Form 4
 February 09, 2015

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 *
KOECK GEORGE A

(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)
 02/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP, Gen Coun & Corp Sec

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	6,094.302 ⁽¹⁾	D	
Common Stock					1,021.3513	I	ESOP

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
Performance Rights	<u>(2)</u>	02/06/2015		A	12,250	(3) (4)	Common Stock
Restricted Stock Units (right to buy)	<u>(7)</u>	02/06/2015		A	2,500	02/06/2016 ⁽⁸⁾ 02/06/2016 ⁽⁸⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOECK GEORGE A 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			Sr VP, Gen Coun & Corp Sec	

Signatures

/s/ George A Koeck by Debra J Lill,
Attorney-in-Fact

02/09/2015

**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 and shares acquired pursuant to Restricted Stock Awards and Performance Award distributions.
- (2) This is a Performance Share Award and has no conversion or exercise price at this time.
- (3) There is no specific "Exercisable Date" on this Performance Share Award.
- (4) There is no specific "Expiration Date" on this Performance Share Award.
- (5) The grant price of this award was based on fair market value at the time of the grant which was \$21.32.
- (6) Performance Share Award acquired under the 1999 Stock Incentive Plan. This award was reaffirmed at the Board of Directors meeting held 2/6/2015 and is based on performance period of 1/1/2012 - 12/31/2014.
- (7) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (8) The restricted stock units vest in four equal annual installments beginning February 6, 2016.

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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