Edgar Filing: GREEN MOUNTAIN POWER CORP - Form 4

GREEN MOUNTAIN POWER CORP

Form 4 April 04, 2005

FORM 4

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

OMB Number: 3235-0287 January 31,

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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Form 4 or Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Comp

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * OAKES WALTER S			2. Issuer Name and Ticker or Trading Symbol GREEN MOUNTAIN POWER CORP [GMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 163 ACORN I	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2005	Director 10% OwnerX Officer (give title Other (specify below) Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
COLCHESTE	R, VT 0544	6		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	03/31/2005		Code V F(1)	Amount 298	or (D)	Price \$ 29.42	(Instr. 3 and 4) 2,249.8986 (2)	D	
Stock Common Stock	04/01/2005		M(3)	1,000	A	\$ 7.9	3,249.8986 (2)	D	
Common Stock	04/01/2005		S(3)	1,000	D	\$ 29.05	2,249.8986 (2)	D	
Common Stock							1,928.6384 (4)	I	By 401(k) Plan

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

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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. Transactic Code (Instr. 8)	5. Number on 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
Stock Options (Right to buy)	\$ 7.9	04/01/2005		M(3)		1,000	<u>(5)</u>	08/22/2010	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OAKES WALTER S 163 ACORN LANE COLCHESTER, VT 05446

Vice President

Signatures

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

04/04/2005

Date

**Signature of Reporting Person

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).
- (5) The option is currently exercisable for 18,000 shares.
- (3) The exercise of stock options and the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 29, 2004.
- (1) Disposition represents withholding of common shares to satisfy tax withholding obligations associated with the vesting of stock units granted on February 9, 2004 and deferred to March 31, 2005.

(2)

Reporting Owners 2

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Includes 6.3012 shares acquired between December 31, 2004 and April 1, 2005 under the GMP Dividend Reinvestment Plan. The information in this report is based on a plan statement as of April 1, 2005.

(4) Includes 14.6721 shares acquired between November 15, 2004 and April 1, 2005 under the GMP 401(k) plan. The information is this report is based on a plan statement as of April 1, 2005.

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.