PARTAIN NATHAN I Form 4 April 16, 2003

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

#### FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b)

	Name and Address of Reporting Person* (Last, First, Middle)  PARTAIN, NATHAN I  215 S CASCADE ST			2.	Issuer Name and Ticker or Trading Symbol OTTER TAIL CORPORAT	·	3.	I.R.S. Identification Person, if an entity	n Number of Reporting (Voluntary)	
				4. Statement for (Month/Day/Year)  April 14, 2003			5.	If Amendment, Date of Original (Month/Day/Year)		
		(Street)			Relationship of Reporting Issuer (Check All Applicable		7.	Individual or Joint/Group Filing (Check Applicable Line)		
	FERGUS FALLS, MN 56537-2801		_	X Director O	10% Owner		X	Form filed by One Reporting Person		
	(City) (State) (Zip)			Officer (give title be			0	Form filed by More than One Reporting		
					O Other (specify below	w)			Person	

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Fitle of 2 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)	3. Transaction Code (Instr. 8)	or Dispos	urities Acquired (A) Disposed of (D) tr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
COMMON STOCK							1,000	D	
COMMON STOCK							1,600	I	By IRA Rollover
COMMON STOCK							39.9246	D	(a)
COMMON STOCK	4/14/03		A	1,300	A	\$27.245	2,300	D	(b)

## $\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Title of Derivative Security (Instr. 3)	 Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	 Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction 5. Code (Instr. 8)	Se A (I	ecurities cquired	(A) or Dispos	ed of
						Code V		(A)	( <b>D</b> )	
STOCK OPTIONS (RIGHT TO BUY)	\$19.75									

í.	Date Exercis Expiration I (Month/Day/	Date	7. Title and An of Underlyi (Instr. 3 and	ng Securities	8. Price of 9. Derivative Security (Instr. 5)	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
		04-09-10	COMMON STOCK			2,000		D		
		04-08-11	COMMON STOCK			2,000		D		

#### **Explanation of Responses:**

a. SHARES ACQUIRED AND HELD UNDER THE CORPORATION S DIVIDEND REINVESTMENT PLAN AS OF MARCH 10, 2003.

b. SHARES ACQUIRED AND HELD UNDER THE CORPORATION S STOCK INCENTIVE PLAN, WHICH IS A GRANT OF RESTRICTED STOCK. THE GRANT PRICE FOR 4/8/02 WAS \$31.34, VESTING 25% YEARLY. 750 SHARES REMAIN RESTRICTED.

b. (cont) THE 1,300 SHARES GRANTED 4/14/03 HAVE A GRANT PRICE OF \$27.245 & VEST AT 25% YEARLY, BEGINNING 4/8/04.

	/s/ NATHAN I PARTAIN BY DEBRA J LILL - POA	4/14/03
	**Signature of Reporting Person	Date
**	Intentional misstatements or omissions of facts constitute Federal Criminal Vi	olations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Note:	File three copies of this Form, one of which must be manually signed. If space	e is insufficient, see Instruction 6 for procedure.

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