Eves David L Form 4 November 10, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

Estimated average response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Eves David L			2. Issuer Name and Ticker or Trading Symbol					5	5. Relationship of Reporting Person(s) to Issuer			
			XCEL ENERGY INC [XEL]						(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
1000 7 1 7		(Month/Day/Year)					_	Director 10% Owner				
1800 LARIMER STREET			11/08/2011						X Officer (give title Other (specify below)  President and CEO, PSCO			
(Street)			4. If Amendment, Date Original					6.	6. Individual or Joint/Group Filing(Check			
DENVED GO 00000			Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DENVER, CO 80202								Pe	Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivat	ive Se	curit	ties Acquir	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	omr Dis <sub>j</sub> (Instr.	oosed o	of (D		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	11/08/2011			M	17,30	0 A	. \$	\$ 25.9	64,493.797	D		
Common Stock	11/08/2011			S	17,30	0 D	2	\$ 26.2569	47,193.797 (2)	D		

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

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5,632.728 (3) I

401K

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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 orDerivative 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
Employee Stock Option (Right to Buy)	\$ 25.9	11/08/2011		M	17,300	<u>(4)</u>	12/12/2011	Common Stock	17,300

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eves David L

1800 LARIMER STREET DENVER, CO 80202 President and CEO, PSCO

## **Signatures**

Tara M. Heine, Attorney in Fact for David L. Eves

11/10/2011

\*\*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).
- Price is the volume weighted average selling price of all purchases by the reporting person on the transaction date. Actual prices ranged (1) from 26.25 to 26.2805. The reporting person hereby undertakes to provide upon request of the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Includes 1,456.724 shares of stock acquired pursuant to reinvestment of dividends.
- Between March 2, 2011 and November 8, 2011, the reporting person acquired approximately 169.159 shares of Xcel Energy common stock under the Xcel Energy 401(k) Savings Plan. The information in this report is based on a plan statement dated as of November 8, 2011.
- (4) The option vested in three equal installments on December 12, 2002, 2003, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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