### Edgar Filing: BOUDREAUX GAIL - Form 4

BOUDREA Form 4	UX GAIL								
March 01, 2	2012								
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	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287
Check t if no lor subject Section Form 4 Form 5		NGES IN SECUI	Estimated burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5					
obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17		Public U						
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> BOUDREAUX GAIL			2. Issuer Name <b>and</b> Ticker or Trading Symbol XCEL ENERGY INC [XEL]				5. Relationship of Reporting Person(s) to Issuer		
			XCEL	ENERGY	INC [2	XELJ	(Check all applicable)		
(Last) (First) (Middle) 9900 BREN ROAD E.			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2012			_X_Director10% Owner Officer (give titleOther (specify below)below)			
MINNETC	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>					
(City)	(State)	(Zip)	<b>T</b> 1		<b>.</b>	a			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Secur onAcquire Dispose (Instr. 3)	ities d (A) or d of (D) , 4 and 5) (A) or	Acquired, Disposed 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
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	Pers infor requ	ons who re mation con ired to resp lays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 <u>(1)</u>	03/01/2012	А		950.585		(2)	(2)	Common Stock	950.585	

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh			
1	Director	10% Owner	Officer	Other	
BOUDREAUX GAIL 9900 BREN ROAD E. MINNETONKA, MN 55344	Х				
Signatures					
Tara M. Heine, Attorney in Fac Boudreaux		03/01/2012			
<u>**</u> Signature of Reporting		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) Security converts to common stock on a one-for-one basis.
- (2) Shares of phantom stock are payable in shares of common stock following termination of a reporting persons service. Partial shares are payable in cash.

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.