

Larson Kent T
 Form 4
 March 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Larson Kent T

2. Issuer Name and Ticker or Trading Symbol
 XCEL ENERGY INC [XEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 414 NICOLLET MALL
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Group Pres, Operations

MINNEAPOLIS, MN 55401

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
Common Stock	03/01/2018		F	V Amount 1,056.576 D Price \$ 43.28	88,741 ⁽¹⁾	D	
Common Stock					3,692.288 ⁽²⁾	I	401(k)

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. 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock	\$ 0 ⁽³⁾					⁽⁴⁾ / ⁽⁴⁾	Common Stock	36,010.137 ⁽⁵⁾ ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larson Kent T 414 NICOLLET MALL MINNEAPOLIS, MN 55401			EVP & Group Pres, Operations	

Signatures

Jodee L. Marble, Attorney in Fact for Kent T.
Larson 03/05/2018

__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).
- Withholding of stock to satisfy tax withholding obligation on vesting of a previously reported award of restricted stock under the Xcel Energy Executive Annual Incentive Award Program. A fractional share interest was settled in cash in connection with the vesting of the restricted stock award and the withholding of shares for taxes.
- (1) Energy Executive Annual Incentive Award Program. A fractional share interest was settled in cash in connection with the vesting of the restricted stock award and the withholding of shares for taxes.
 - (2) Amount reflects aggregate holdings as of March 1, 2018 and includes adjustments made by the Plan administrator to previously reported holdings, which were reported on a filing dated February 22, 2018.
 - (3) Each share of phantom stock represents the right to receive the cash value of one share of common stock.
- Shares of phantom stock become payable in accordance with the reporting person's distribution elections made pursuant to the Xcel Energy Deferred Compensation Plan (the "Plan"). Subject to certain timing restrictions and other limitations based on the source of the amount deferred, the reporting person may generally transfer some or all of the balance in the Plan's Company stock account into an alternative Plan investment account.
- (4) The number of shares of phantom stock reflects minor adjustments to the number of phantom shares credited to the reporting person's Company stock account due to the unitized nature of the Plan's Company stock fund.
 - (5) Amount reflects aggregate holdings as of March 1, 2018 and includes adjustments made by the Plan administrator to previously reported holdings, which were reported on a filing dated February 22, 2018.
 - (6) Amount reflects aggregate holdings as of March 1, 2018 and includes adjustments made by the Plan administrator to previously reported holdings, which were reported on a filing dated February 22, 2018.

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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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