XCEL ENERGY INC

Form 4

December 05, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Check this box if no longer subject to

Section 16. Form 4 or 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

(Print or Type Responses)

1(b).

(Last)

Security

1. Name and Address of Reporting Person *

MADDEN TERESA S

(First) (Middle)

414 NICOLLET MALL

MINNEAPOLIS, MN 55401

2. Issuer Name and Ticker or Trading

Symbol

XCEL ENERGY INC [XEL]

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

12/03/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

VP and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State)

(Street)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

or Exercise

Execution Date, if (Month/Day/Year)

(Zip)

3. Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Beneficially Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I)

Indirect Ownership

(Instr. 4) (Instr. 4)

(A)

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 3. Transaction Date 3A. Deemed 5. Number 4. Derivative Conversion (Month/Day/Year) Execution Date, if

any

Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4) Securi

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(Instr. 3)	Price of Derivative Security	((Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Instr.
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock	\$ 0	12/03/2007		A		15.53		<u>(1)</u>	<u>(1)</u>	Common Stock	15.53	\$ 22

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MADDEN TERESA S 414 NICOLLET MALL MINNEAPOLIS, MN 55401

VP and Controller

Signatures

Carol J. Peterson, Attorney-in-Fact for Teresa S. Madden

12/05/2007

**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).
- (1) Shares of phantom stock are payable in cash following termination of reporting person's employment.

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.

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