SPIES GARY J Form 4 April 12, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SPIES GARY J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Otter Tail Corp [OTTR]

(Check all applicable)

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

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

215 S CASCADE ST 04/11/2011

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

FERGUS FALLS, MN 56537-2801

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

or Amount (D) Price

<u>(2)</u>

Common Stock

(Instr. 3)

04/11/2011

Code V $A^{(1)}$ 3,000 A

 $30,073.119 \frac{(3)}{}$ D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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8. Price of Derivative Security (Instr. 5)

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (right to buy)	<u>(4)</u>					<u>(5)</u>	<u>(6)</u>	Common Stock	(7)

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 5	Director	10% Owner	Officer	Other		
SPIES GARY J						
215 S CASCADE ST	X					
FERGUS FALLS, MN 56537-2801						

Signatures

/s/ Gary J Spies by Debra J Lill,
Attorney-in-Fact 04/12/2011

**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).
- (1) Shares of Common Stock acquired under the Corporation's Stock Incentive Plan, which is a grant of Restricted Stock. The 3,000 shares granted 4/11/2011 vest 25% yearly commencing 4/8/2012.
- (2) This grant has a FMV of \$22.51.
- (3) Total direct holdings include shares jointly held with spouse at Piper Jaffray, shares held by spouse at Dorn & Co and shares acquired individually through Dividend Reinvestment and pursuant to Restricted Stock Award distributions.
- (**4**) 1 -for -1
- (5) There is no specific "Exercisable Date" on the Phantom Stock Award.
- (6) There is no specific "Expiration Date" on this Phantom Stock Award.
- (7) Phantom Stock Units acquired under the 1999 Stock Incentive Plan at fair market value as part of the Compensation Program for Outside Directors. He first elected this method of payment in 2011.

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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