

Otter Tail Corp  
 Form 4  
 February 10, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**ROGELSTAD TIMOTHY J**

(Last) (First) (Middle)  
 215 S CASCADE ST  
 (Street)

FERGUS FALLS, MN 56537-2801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Otter Tail Corp [OTTR]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/04/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr VP, Elect Plat; Pres OTP

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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/06/2016 <sup>(1)</sup>            |  | M                              |   | 450   | A  | ②                                 |
| Common Stock                    | 02/06/2016                           |  | F                              |   | 176   | D  | \$ 28.4                           |
| Common Stock                    |                                      |  |                                |   |   |  |                                   |
|                                 |                                      |  |                                |   | 2,163.6661  | I  | ESOP                              |

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

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number.

**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 Security (Instr. 3 and 4) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Restricted Stock Units                     | (2)  | 02/04/2016                           |  | A                              | 2,400   | 02/06/2017 <sup>(5)</sup>                                | <sup>(5)</sup>  | Common Stock               | 2,400 |
| Restricted Stock Units                     | (2)  | 02/06/2016                           |  | M                              | 450   | 02/06/2016 <sup>(1)</sup>                                | <sup>(1)</sup>  | Common Stock               | 1,800 |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | 04/08/2016   | 04/08/2016  | Common Stock               | 250   |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | 04/08/2016   | 04/08/2016  | Common Stock               | 1,000 |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | 04/08/2017   | 04/08/2017  | Common Stock               | 250   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| ROGELSTAD TIMOTHY J<br>215 S CASCADE ST<br>FERGUS FALLS, MN 56537-2801 |               |           | Sr VP, Elect Plat; Pres OTP |       |

## Signatures

/s/Timothy J Rogelstad by Ella J Leapaltd,  
Attorney-in-Fact

02/10/2016

\_\_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) The restricted stock units vest in four equal installments beginning February 6, 2016.
- (2) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (3) Total direct holdings include shares held in Dividend Reinvestment Plan, shares held jointly with spouse that were acquired through the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Awards, Restricted Stock Units
- (4) These shares were withheld by the Corporation to pay taxes due upon vesting of this award, exempt pursuant to Rule 16b-3(e).
- (5) The restricted stock units vest in four equal annual installments beginning February 6, 2017.

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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