

XCEL ENERGY INC
Form DEFA14A
April 05, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material pursuant to §240.14a-12

XCEL ENERGY INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Shareowner ServicesSM

P.O. Box 64945

St. Paul, MN 55164-0945

COMPANY #

XCEL ENERGY INC.

ANNUAL MEETING OF SHAREHOLDERS

Wednesday, May 18, 2011

11 a.m. CDT

414 Nicollet Mall,

Lower Level

Minneapolis, MN 55401

Directions to the Xcel Energy Inc. Annual Meeting are available in the proxy statement which can be viewed at www.ematerials.com/xcl.

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to be Held on May 18, 2011.

Notice is hereby given that the Annual Meeting of Shareholders of Xcel Energy Inc. will be held at 414 Nicollet Mall, Lower Level, Minneapolis, MN 55401 on Wednesday, May 18, 2011 at 11 a.m. CDT.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report are available at www.ematerials.com/xcl

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before May 6, 2011 to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends that you vote FOR each of the nominees in Item 1, FOR Items 2, 3, 4, 6 and 7 and 1 Year on Item 5:

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1. Election of Directors
Fredric W. Corrigan Richard C. Kelly A. Patricia Sampson Kim Williams
Richard K. Davis Albert F. Moreno James J. Sheppard Timothy V. Wolf
Benjamin G.S. Fowke III Christopher J. Policinski David A. Westerlund
2. Company proposal to approve an amendment to increase the number of shares under the Xcel Energy Inc. Non-Employee Directors Stock Equivalent Plan, as amended and restated
3. Company proposal to approve an amendment to our Restated Articles of Incorporation to eliminate cumulative voting in the election of directors
4. Company proposal to approve other amendments to, and the restatement of, our Restated Articles of Incorporation
5. Company proposal to hold an advisory vote on the frequency of the advisory vote on executive compensation
6. Company proposal to hold an advisory vote on executive compensation
7. Company proposal to ratify the appointment of Deloitte & Touche LLP as Xcel Energy Inc.'s independent registered public accounting firm for 2011

THIS IS NOT A FORM FOR VOTING

You may immediately vote your proxy on the Internet at:

www.eproxy.com/xcl

Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. (EDT) on May 16, 2011.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available.
Follow the instructions to vote your proxy.

Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

**To request paper copies of the proxy materials, which include the proxy card,
proxy statement and annual report, please contact us via:**

Internet Access the Internet and go to www.ematerials.com/xcl. Follow the instructions to log in, and order copies.

Telephone Call us free of charge at 866-697-9377 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

Email Send us an email at ep@ematerials.com with `xcl Materials Request` in the subject line.
The email must include:

The 3-digit company # and the 11-digit control # located in the box in the upper right hand corner on the front of this notice.

Your preference to receive printed materials via mail -or- to receive an email with links to the electronic materials.

If you choose email delivery you must include the email address.

If you would like this election to apply to delivery of material for all future meetings, write the word `Permanent` and include the last 4 digits of your Tax ID number in the email.