

Waslaski Shane N
 Form 4
 April 10, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Waslaski Shane N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP, Man & Infra Platform

215 S CASCADE ST

(Street)

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

FERGUS FALLS, MN 56537-2801

(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)		
			Code	V	Amount (A) or (D) Price				
Common Stock	04/08/2012		M		900	A	1,713.8139	D	
Common Stock	04/08/2012		F		295 ⁽²⁾	D	\$ 21.7897	1,418.8139 ⁽³⁾	D

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

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SEC 1474 (9-02)

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 reporting person receives one share of Common Stock for each restricted stock unit that vests.

In accordance with the issuer's equity award program, restricted stock units were forfeited to issuer in satisfaction of tax withholding obligation upon vesting of 900 restricted stock units on April 8, 2012. The issuer returned such forfeited restricted stock units to the respective stock plan.

(3) Total direct holdings include shares held in the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Unit distributions.

(4) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

(5) 1 -for -1

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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