MOUG KEVIN G Form 4

February 11, 2009

FORM 4

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

OMB 3235-0287 Number:

response...

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

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

1(b).

(Print or Type Responses)

1. Name and Add MOUG KEVI		ting Person *	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)	Director 10% Owner			
215 S CASCADE ST			02/11/2009	X Officer (give title Other (spectibelow)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
FERGUS FALLS, MN 56537-2801			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Secur	ities Ac	equired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/11/2009		Code V M	Amount 5,350	or (D)	Price (1)	(Instr. 3 and 4) 34,593.4047 (2)	D	
Common Stock	02/11/2009		F	1,885	D	<u>(3)</u>	32,708.4047 (4)	D	
Common Stock							205.828	I	ESOP
Common Stock							225.8792	I	By daughters

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

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SEC 1474 (9-02)

D

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. Transactic Code (Instr. 8)	5. Number op f 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 Securities (Instr. 3 and 4)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Rights	<u>(5)</u>	02/11/2009		M	5,350	<u>(6)</u>	<u>(7)</u>	Common Stock	5,350	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MOUG KEVIN G
215 S CASCADE ST
FERGUS FALLS, MN 56537-2801

CFO &
Treasurer

Signatures

/s/ Kevin G Moug by Debra J Lill, Attorney-in-Fact

02/11/2009

**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 grant price of this award was based on fair market value at the time of the grant which was \$28.235.
- (2) Total direct holdings include shares jointly held with spouse in the Dividend Reinvestment Plan, shares acquired individually through the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Awards and Performance Award distributions.
- (3) The vesting price of this award was based on fair market value of \$18.70 per share.
- (4) Performance Award: On 2/11/2009, 1,885 shares were withheld by the Corporation to pay taxes due upon vesting of this award, exempt pursuant to Rule 16b-3(e).
- (5) This Performance Share Award had no conversion or exercise price established at the time of the grant.

Reporting Owners 2

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- (6) There is no specific "Exercisable Date" on this Performance Share Award.
- (7) There is no specific "Expiration Date" on this Performance Share Award.
- (8) The grant price of this award was based on fair market value at the time of the grant which was \$28.235 and vested at a fair market value of \$18.70 per share.

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.