

Otter Tail Corp
Form 4
April 10, 2015

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 *
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)
04/08/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/08/2015 | | M | 250 | A (1) 3,165.8383 | D | |
| Common Stock | 04/08/2015 | | F(2) | 85 | D \$ 31.845 3,080.8383 | D | |
| Common Stock | 04/08/2015 | | F(3) | 152 | D \$ 31.845 2,928.8383 (4) | D | |
| Common Stock | | | | | 2,088.949 | I | ESOP |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units (right to buy) | (5) | 04/08/2015 | | M | 250 | 04/08/2015 04/08/2015 | Common Stock | 250 |
| Restricted Stock Units (right to buy) | (5) | | | | | 04/08/2016 04/08/2016 | Common Stock | 250 |
| Restricted Stock Units (right to buy) | (5) | | | | | 04/08/2016 04/08/2016 | Common Stock | 1,000 |
| Restricted Stock Units (right to buy) | (5) | | | | | 04/08/2017 04/08/2017 | Common Stock | 250 |
| Restricted Stock Units (right to buy) | (5) | | | | | 02/06/2016 02/06/2016 | Common Stock | 1,800 |

Reporting Owners

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

Signatures

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

04/10/2015

__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 reporting person receives one share of Common Stock for each restricted stock unit that vests.
- (2) Grant of Restricted Stock Units. On 4/8/2015, 85 shares of Common Stock were withheld by the Corporation to pay taxes due upon vesting of restricted stock units, exempt pursuant to Rule 16b-3(e).
- (3) Grant of Restricted Stock. On 4/8/2015, 152 shares of Common Stock were withheld by the Corporation to pay taxes due upon vesting of restricted stock, exempt pursuant to Rule 16b-3(e).
- (4) Total direct holdings include shares jointly held with spouse that were acquired through the Employee Stock Purchase Plan, shares held in the Dividend Reinvestment Plan and shares acquired pursuant to Restricted Stock Awards and Restricted Stock Units.
- (5) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.

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.