

GREEN MOUNTAIN POWER CORP

Form 4

May 27, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUTTON CHRISTOPHER L

(Last) (First) (Middle)

163 ACORN LANE

(Street)

COLCHESTER, VT 05446

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**GREEN MOUNTAIN POWER
CORP [GMP]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2005

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)

Chief Executive Officer

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	05/25/2005		M ⁽¹⁾	1,700 A \$ 7.9	13,168.9875	D	
Common Stock	05/25/2005		S ⁽¹⁾	1,300 D \$ 29.5	11,868.9875	D	
Common Stock	05/25/2005		S ⁽¹⁾	100 D \$ 29.52	11,768.9875	D	
Common Stock	05/25/2005		S ⁽¹⁾	100 D \$ 29.54	11,668.9875	D	
Common Stock	05/25/2005		S ⁽¹⁾	100 D \$ 29.55	11,568.9875	D	

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Common Stock	05/25/2005	<u>S</u> ⁽¹⁾	100	D	\$ 29.56	11,468.9875	D	
Common Stock						5,761.8838	I	By 401(k) plan
Common Stock						59.741 <u>(2)</u>	I	By wife for daughter
Common Stock						59.741 <u>(3)</u>	I	By wife for son

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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 7.9	05/25/2005		M ⁽¹⁾	1,700	⁽⁴⁾	08/22/2010	Common Stock	1,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUTTON CHRISTOPHER L 163 ACORN LANE COLCHESTER, VT 05446	X		Chief Executive Officer	

Signatures

Donald J. Rendall, Jr.,
Attorney-In-Fact

05/27/2005

__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).
- (4) The Option is currently exercisable for 52,000 shares.
- (2) These shares are held by the reporting person's wife as custodian for daughter under Uniform Gifts to Minors Act.
- (3) These shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act.
- (1) The exercise of stock options and the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2005.

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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