## Edgar Filing: PNM RESOURCES INC - Form 4

| PNM RESOU   | JRCES INC                         |                                       |   |             |  |                 |  |                                      |                  |  |  |
|---|-----------------------------------|---------------------------------------|---|-------------|--|-----------------|--|--------------------------------------|------------------|--|--|
| Form 4  |                                   |                                       |   |             |  |                 |  |                                      |                  |  |  |
| May 18, 2016  | Ď                                 |                                       |   |             |  |                 |  |                                      |                  |  |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION                           |                                   |                                       |   |             |  |                 |  |                                      | PPROVAL          |  |  |
| <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549 |                                   |                                       |   |             |  |                 |  | OMB<br>Number:                       | 3235-0287        |  |  |
|   | Check this box                    |                                       |   |             |  |                 |  | Expires:                             | January 31,      |  |  |
| if no longer<br>subject to STATEMENT OF CHANGES IN BENEFIC                        |                                   |                                       |   |             | CIA  | LOW             | NERSHIP OF   | Estimated a                          | 2005<br>average  |  |  |
| Section 16  | Section 16. SECURI                |                                       |   |             | RITIES   |                 |  |                                      | burden hours per |  |  |
| Form 4 or<br>Form 5   |                                   |                                       |   | ~           | -  |                 |  | response 0.8                         |                  |  |  |
| obligation  | ~ <b>^</b>                        | uant to Section 10                    |   |             |  | -               |  |                                      |                  |  |  |
| may conti   |                                   | ) of the Public Ut $20(h)$ of the Iri | •   | •           | • •  |                 |  | n                                    |                  |  |  |
| See Instruction 1(b).   | ction                             | 30(h) of the In                       | vestment  | Company     | Aci  | . 01 19         | 40   |                                      |                  |  |  |
| (Print or Type R  | esponses)                         |                                       |   |             |  |                 |  |                                      |                  |  |  |
| 1. Name and Ac<br>Nordhaus Ro   | Name <b>and</b> Ticker or Trading |                                       |   |             | 5. Relationship of Reporting Person(s) to Issuer |                 |  |                                      |                  |  |  |
| PNM R   |                                   |                                       | RESOURCES INC [PNM]   |             |  |                 | (Check all applicable)                                   |                                      |                  |  |  |
| (Month/E  |                                   |                                       | e of Earliest Transaction<br>h/Day/Year)  |             |  |                 |  |                                      |                  |  |  |
|   |                                   |                                       |   |             |  |                 | Director 10% Owner<br>Officer (give title Other (specify |                                      |                  |  |  |
| 623 EAST C  | APITOL STREE                      | T SE 05/17/20                         | )16   |             |  |                 | below)   | below)                               | er (speeny       |  |  |
|   |                                   |                                       | nendment, Date Original<br>Ionth/Day/Year)  |             |  |                 | 6. Individual or Joint/Group Filing(Check                |                                      |                  |  |  |
|   |                                   |                                       |   |             |  |                 | Applicable Line)   |                                      |                  |  |  |
| WASHINGT  | CON, DC 20003                     |                                       |   |             |  |                 | _X_ Form filed by 0<br>Form filed by M<br>Person         | One Reporting Pe<br>More than One Re |                  |  |  |
| (City)  | (State) (Z                        | Zip) Tabl                             |   |             |  |                 |  |                                      |                  |  |  |
| (eny)   | (blute) (z                        | Table                                 | e I - Non-De  | erivative S | ecuri  | ties Ac         | quired, Disposed of                                      | f, or Beneficial                     | lly Owned        |  |  |
| 1.Title of  | 2. Transaction Date               |                                       | 3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5) |             |  |                 |  | 6. Ownership                         |                  |  |  |
| Security<br>(Instr. 3)  | (Month/Day/Year)                  | Execution Date, if any                |   |             |  | Beneficially (1 | Form: Direct<br>(D) or<br>Indirect (I)                   | Indirect<br>Beneficial<br>Ownership  |                  |  |  |
| (Insu: 5)   |                                   | (Month/Day/Year)                      |   |             |  |                 |  |                                      |                  |  |  |
|   |                                   |                                       |   |             |  |                 |  | (Instr. 4)                           | (Instr. 4)       |  |  |
|   |                                   |                                       |   |             | (A)  |                 | Reported<br>Transaction(s)                               |                                      |                  |  |  |
|   |                                   |                                       | Code V  | Amount      | or<br>(D)  | Price           | (Instr. 3 and 4)   |                                      |                  |  |  |
| Common<br>Stock   | 05/17/2016                        |                                       | М   | 2,639       | А  | <u>(1)</u>      | 23,318   | D                                    |                  |  |  |
|   |                                   |                                       |   |             |  |                 |  |                                      |                  |  |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number<br>poof Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. Pr<br>Deriv<br>Secu<br>(Inst |
|---|---|---|---|--|---|--|--------------------|---|--|---------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                 |
| Restricted<br>Stock<br>Rights                       | <u>(2)</u>  | 05/17/2016                              |   | М                                      | 2,639   | (3)  | (3)                | Common<br>Stock   | 2,639                                  | \$                              |
| Stock<br>Options                                    | <u>(4)</u>  |   |   |  |   | (5)  | (5)                | Common<br>Stock   | 3,050                                  |                                 |

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## **Reporting Owners**

| Reporting Owner Name / Address  |          |            |         |       |  |
|---|----------|------------|---------|-------|--|
|   | Director | 10% Owner  | Officer | Other |  |
| Nordhaus Robert R<br>623 EAST CAPITOL STREET SE<br>WASHINGTON, DC 20003 |          |            |         |       |  |
| Signatures  |          |            |         |       |  |
| /s/ Laurie S. Monfiletto, POA for Ro<br>Nordhaus                        | obert R. | 05/18/2016 |         |       |  |
| **Signature of Reporting Person   |          |            | Date    | e     |  |

## **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) Represents the portions of previous awards of restricted stock rights that vested upon Mr. Nordhaus retirement from the PNM Resources Board of Directors on May 17, 2016.
- (2) Each restricted stock right represents a contingent right to receive one share of PNM Resources, Inc. common stock.

The restricted stock units vest in three equal annual installments. Vested shares will be delivered to the reporting person on the applicable(3) vesting dates (or, if the company is in a blackout period under its insider trading policy on any vesting date, at a later date after such blackout period ends).

- (4) Based on the closing price on the date of the grant.
- (5) The options vested in three equal annual installments from grant date and are fully vested.

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.