XCEL ENERGY INC

Form 4

February 23, 2017

## FORM 4

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

OMB Number: 3235-0287

Estimated average

Applicable Line)

Person

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Stoering Mark E	2. Issuer Name and Ticker or Trading Symbol  VOEL ENIED CV INC IVEL 1	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	XCEL ENERGY INC [XEL] 3. Date of Earliest Transaction	(Check all applicable)			
1414 WEST HAMILTON AVE.	(Month/Day/Year) 02/21/2017	Director 10% Owner _X_ Officer (give title Other (specify below) President, NSPW			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Filed(Month/Day/Year)

### EAU CLAIRE, WI 54702

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Sec	urities	s Acqui	red, Disposed of,	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Approximately 1. Securities Approximately 1. Securities Amount	of (D)	red (A)	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	02/21/2017		A	7,698.109	A		70,870.109	D	
Common Stock	02/21/2017		M	1,497.65	A	(1)	72,367.759	D	
Common Stock	02/21/2017		F	3,755.123	D	\$ 42	68,611 <u>(2)</u>	D	
Common Stock							840.018 (3)	I	401(k)

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

#### Edgar Filing: XCEL ENERGY INC - Form 4

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SEC 1474 (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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/21/2017		M	1,497.65	(5)	(5)	Common Stock	1,497.65

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stoering Mark E

1414 WEST HAMILTON AVE. President, NSPW

EAU CLAIRE, WI 54702

## **Signatures**

Tara M. Stoffel, Attorney in Fact for Mark E.
Stoering
02/23/2017

\*\*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) Restricted stock units are settled in common stock on a one-for-one basis.
- (2) A fractional share interest was settled in cash in connection with the settlement of restricted stock and performance share unit awards and the withholding of shares for taxes.
- (3) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(K) Savings Plan as of the most recent plan statement (February 21, 2017).
- (4) Number of shares and units shown reflects the reinvestment of dividend equivalents since the original grant of 1,348 units.
- (5) Award vested on December 31, 2016 but was settled in shares of common stock on February 21, 2017.

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.

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