

ERICKSON JOHN D  
Form 4  
February 05, 2009

**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 \*  
ERICKSON JOHN D

(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)  
02/03/2009

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)  
President & CEO

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	83,788 <sup>(1)</sup>	D	
Common Stock				Code V Amount (D) Price	4,981.9334	I	ESOP

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

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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 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 Security (Instr. 3 and 4)
Performance Rights	(2)	02/03/2009		A	11,400	(3) (4)	Common Stock
Stock Options (right to buy)	\$ 19.75					04/10/2001(7) 04/10/2010	Common Stock
Stock Options (right to buy)	\$ 26.25					04/09/2002(7) 04/09/2011	Common Stock

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERICKSON JOHN D 215 S CASCADE ST FERGUS FALLS, MN 56537-2801	X		President & CEO	

### Signatures

/s/ John D Erickson by Debra J Lill,  
Attorney-in-Fact

02/05/2009

\_\_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) Total direct holdings include shares held with spouse through Merrill Lynch and shares acquired individually pursuant to Restricted Stock Awards and Performance Award distributions.
- (2) This is a Performance Share Award and has no conversion or exercise price at this time.
- (3) There is no specific "Exercisable Date" on this Performance Share Award.
- (4) There is no specific "Expiration Date" on this Performance Share Award.
- (5) The grant price of this award was based on fair market value at the time of the grant which was \$28.235.
- (6)

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Performance Share Award acquired under the 1999 Stock Incentive Plan. This award was reaffirmed at the Board of Directors meeting held 2/3/09 and is based on performance period of 1/1/06 - 12/31/08.

(7) Stock options vest in cumulative annual installments of 25% beginning the date shown.

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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