

MACFARLANE CHARLES S
 Form 4
 February 07, 2019

FORM 4

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

OMB APPROVAL

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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 *
 MACFARLANE CHARLES S

2. Issuer Name and Ticker or Trading Symbol
 Otter Tail Corp [OTTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 215 S CASCADE ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & CEO

FERGUS FALLS, MN 56537-2801

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/06/2019		M	7,900 A	139,872 (1)	D	
Common Stock	02/06/2019		F	4,879 D	\$ 134,993 (2)	D	
Common Stock					2,530	I	by ESOP
Common Stock					1,994	I	By daughter
Common Stock					1,984	I	by Son

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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)	Amount or Number of Shares
Restricted Stock Units	(1)	02/06/2019		M	2,000	02/06/2019(3) 02/06/2019	Common Stock	0
Restricted Stock Units	(1)	02/06/2019		M	2,375	02/06/2019(4) (4)	Common Stock	2,375
Restricted Stock Units	(1)	02/06/2019		M	1,725	02/06/2019(5) (5)	Common Stock	3,450
Restricted Stock Units	(1)	02/06/2019		M	1,800	02/06/2019(6) (6)	Common Stock	5,400

Reporting Owners

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

Signatures

/s/ Charles S MacFarlane by Ella Leapaltd,
Attorney-in-Fact

02/07/2019

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) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (2) Total direct holdings include shares acquired through the Dividend Reinvestment Plan, the Employee Stock Purchase Plan and shares acquired pursuant to Stock Options, Restricted Stock Awards, Restricted Stock Units and Performance Share Awards.
- (3) The restricted stock units vest in four equal installments which began February 6, 2016.
- (4) The restricted stock units vest in four equal annual installments which began February 6, 2017.
- (5) The restricted stock units vest in four equal annual installments which began February 6, 2018.
- (6) The restricted stock units vest in four equal annual installments beginning the date shown above.

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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