

XCEL ENERGY INC

Form 4

February 23, 2017

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 *
Larson Kent T

(Last) (First) (Middle)

414 NICOLLET MALL

(Street)

MINNEAPOLIS, MN 55401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
XCEL ENERGY INC [XEL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Group Pres, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/21/2017		A	29,126.326	A \$ 0 96,329.373 (1)	D	
Common Stock	02/21/2017		M	7,110.512	A (2) 103,439.885	D	
Common Stock	02/21/2017		F	17,833.138	D \$ 42 85,604.446 (3)	D	
Common Stock					3,586.315 (4)	I	401(k)

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 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 Number Shares
Phantom Stock	(2)	02/21/2017		A	7,438	(5) (5)	Common Stock 7,4
Restricted Stock Units	(2)	02/21/2017		M	7,110,512 (7)	(8) (8)	Common Stock 7,110,512 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Larson Kent T 414 NICOLLET MALL MINNEAPOLIS, MN 55401	EVP & Group Pres, Operations

Signatures

Tara M. Stoffel, Attorney in Fact for Kent T. Larson 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) This amount also includes 173,508 shares of stock acquired since the reporting person's last report pursuant to the reinvestment of dividends.
- (2) Restricted stock units and phantom shares are settled in common stock on a one-for-one basis.
- (3) 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.
- (4) 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).
- (5) Shares of phantom stock become payable in accordance with the reporting person's distribution election made under the Issuer's Deferred Compensation Plan (the "Plan").

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- (6) The number of shares of phantom stock reflects additional shares credited upon the deemed reinvestment equivalents as well as minor adjustments due to the unitized nature of the Plan's Issuer stock fund.
- (7) Number of shares and units shown reflects the reinvestment of dividend equivalents since the original grant of 6,400 units.
- (8) 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.

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