

ROGELSTAD TIMOTHY J
Form 4
February 14, 2019

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 *
ROGELSTAD TIMOTHY J

(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)
02/13/2019

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)
Sr VP, Elect Plat, Pres OTP

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/13/2019		A		12,920 (1) \$ 49.6225	D	
Common Stock	02/13/2019		F		6,356 (2) \$ 49.6225	D	
Common Stock						I	by ESOP
					2,617		

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

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number.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	(4)	02/13/2019		A	1,700	02/06/2020 ⁽⁵⁾	⁽⁵⁾	Common Stock	1,700
Restricted Stock Units	(4)					02/06/2017 ⁽⁶⁾	⁽⁶⁾	Common Stock	600
Restricted Stock Units	(4)					02/06/2018 ⁽⁷⁾	⁽⁷⁾	Common Stock	850
Restricted Stock Units	(4)					02/06/2019 ⁽⁸⁾	⁽⁸⁾	Common Stock	1,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGELSTAD TIMOTHY J 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			Sr VP, Elect Plat, Pres OTP	

Signatures

/s/ Timothy J Rogelstad by Ella Leapaldt,
Attorney-in-Fact

02/14/2019

**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).

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- (1) Represents shares received upon the vesting of certain performance criteria in connection with a Performance Share Award (granted in 2016).
- (2) These shares were withheld by the Corporation to pay taxes due upon vesting of this award, exempt pursuant to Rule 16b-3(e).
- (3) Total direct holdings include shares jointly held with spouse, shares acquired individually through the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Awards and Performance Award distributions.
- (4) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (5) The restricted stock units vest in four equal annual installments beginning the date shown above.
- (6) The restricted stock units vest in four equal annual installments which began February 6, 2017.
- (7) The restricted stock units vest in four equal annual installments which began February 6, 2018.
- (8) The restricted stock units vest in four equal annual installments which began February 6, 2019.

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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