### KOECK GEORGE A

Form 4

February 11, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31,

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KOECK GEORGE A			2. Issuer Name <b>and</b> Ticker or Trading Symbol OTTER TAIL CORP [OTTR]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
215 S CASCADE ST			02/11/2009	_X_ Officer (give title Other (specify below)  Corp Secretary & Gen Counsel		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
FERGUS FALLS, MN 56537-2801				Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-D	erivative s	Secur	ities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed	d of (E	<b>)</b> )	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
					(A) or		Reported Transaction(s)	(Instr. 4)	(Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/11/2009		M	3,700	A	(1)	16,156.4402 (2)	D	
Common Stock	02/11/2009		F	1,354	D	<u>(3)</u>	14,802.4402 (4)	D	
Common Stock							755.7428	I	ESOP

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date ities (Month/Day/Year) ired r osed of . 3, 4,		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	
Performance Rights	<u>(5)</u>	02/11/2009		M	3,700	<u>(6)</u>	<u>(7)</u>	Common Stock	3,700	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

KOECK GEORGE A 215 S CASCADE ST

FERGUS FALLS, MN 56537-2801

Corp Secretary & Gen Counsel

## **Signatures**

/s/ George A Koeck by Debra J Lill, Attorney-in-Fact

02/11/2009

\*\*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) The grant price of this award was based on fair market value at the time of the grant which was \$28.235.
- (2) Total direct holdings include shares held in the Dividend Reinvestment Plan and shares acquired pursuant to Restricted Stock Awards and Performance Award distributions.
- (3) The vesting price of this award was based on fair market value of \$18.70 per share.
- (4) Performance Award: On 2/11/09, 1,354 shares were withheld by the Corporation to pay taxes due upon vesting of this award, exempt pursuant to Rule 16b-3(e).
- (5) This Performance Share Award had no conversion or exercise price established at the time of the grant.
- (6) There is no specific "Exercisable Date" on this Performance Share Award.
- (7) There is no specific "Expiration Date" on this Performance Share Award.

**(8)** 

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The grant price of this award was based on fair market value at the time of the grant which was \$28.235 and vested at a fair market value of \$18.70 per share.

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