

MACFARLANE CHARLES S
Form 4
May 14, 2013

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 *
MACFARLANE CHARLES S

(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)
05/14/2013

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, Electric Platform

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/14/2013		F	22 ⁽¹⁾	D \$ 31.03	68,205.7756	D
Common Stock	05/14/2013		F	36 ⁽²⁾	D \$ 31.03	68,169.7756 ⁽³⁾	D
Common Stock						1,915.1249	I ESOP
Common Stock						1,608.2718	I By daughter
Common Stock						1,608.2718	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 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)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 26.495					10/12/2004 ⁽⁴⁾ 04/12/2014	Common Stock	3,000
Stock Options (right to buy)	\$ 24.93					10/11/2005 ⁽⁴⁾ 04/11/2015	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACFARLANE CHARLES S 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			Sr VP, Electric Platform	

Signatures

/s/ Charles S MacFarlane by Debra J Lill,
Attorney-in-Fact 05/14/2013

__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) Grant of Restricted Stock. On 5/14/13, 22 shares of Common Stock were withheld by the Corporation to pay taxes due upon vesting of restricted stock, exempt pursuant to Rule 16b-3(e).
- (2) Grant of Restricted Stock Units. In accordance with the Issuer's equity award program, 36 restricted stock units were forfeited to issuer in satisfaction of tax withholding obligation. The issuer returned such forfeited restricted stock units to the respective stock plan.
- (3) Total direct holdings include shares held in the Dividend Reinvestment Plan, shares acquired through the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Awards and Restricted Stock Unit distributions.
- (4) Stock Options vest 100% six months from the date of the grant.

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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