

OTTER TAIL CORP
Form 4
April 10, 2008

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

(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)
04/08/2008

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)
President, Otter Tail Power Co

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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/08/2008		F(1)	V 492 D \$ 35.645	20,445.9639 (2)	D	
Common Stock					787.8334	I	ESOP
Common Stock					166.6236	I	By son & daughter

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)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 29.74					12/10/2002 ⁽³⁾ 12/10/2011	Common Stock	10,000
Stock Options (right to buy)	\$ 27.245					04/14/2004 ⁽³⁾ 04/14/2013	Common Stock	8,000
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
Restricted Stock Units (right to buy)	<u>(5)</u>					04/08/2010 04/08/2010	Common Stock	4,300
Restricted Stock Units (right to buy)	<u>(5)</u>					04/08/2011 04/08/2011	Common Stock	3,450

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, Otter Tail Power Co	

Signatures

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

04/10/2008

__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 4/8/2008, 492 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) Total direct holdings include shares held in the Dividend Reinvestment Plan and shares acquired through the Employee Stock Purchase Plan and pursuant to Restricted Stock Award distributions.
 - (3) Stock options vest in cumulative annual installments of 25% beginning the date shown.
 - (4) Stock options vest 100% six months from the date of the grant.
 - (5) 1 -for -1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.