

Otter Tail Corp  
 Form 4  
 February 08, 2017

**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 \*  
**MOUG KEVIN G**

(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)  
**02/06/2017**

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)  
**CFO & Sr VP**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/06/2017 <sup>(1)</sup>            |  | M                              | 1,625 A <u>(2)</u>  | 54,600 <sup>(3)</sup>   | D  |                                   |
| Common Stock                    | 02/06/2017                           |  | F                              | 475 <sup>(4)</sup> D \$ 38.35                                     | 54,125 <sup>(3)</sup>   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 302.0847  | I  | ESOP                              |
| Common Stock                    |                                      |  |                                |   | 165.923   | I  | By daughter                       |
| Common Stock                    |                                      |  |                                |   | 165.923   | I  | By daughter                       |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock                           | (2)  | 02/06/2017                           |  | M                              | 1,625   | 02/06/2017 <sup>(1)</sup> <sup>(1)</sup>                 | Common Stock  | 5,775                      |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| MOUG KEVIN G<br>215 S CASCADE ST<br>FERGUS FALLS, MN 56537-2801 |               |           | CFO & Sr VP |       |

## Signatures

/s/ Kevin G Moug by Ella J Leapaldt,  
Attorney-in-Fact 02/08/2017

\_\_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) These shares represent restricted stock units granted in 2015 and 2016, each of which vest in four equal installments on February 6 each year until vesting is completed.
- (2) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation stock.
- (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) These shares were withheld by the Corporation to pay taxes due upon vesting of this award, exempt pursuant to Rule 16b-3(e).

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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