

Smestad Jennifer O.
Form 4
February 08, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Smestad Jennifer O.

2. Issuer Name and Ticker or Trading Symbol
Otter Tail Corp [OTTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
215 S CASCADE ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gen Coun & Corp Sec

FERGUS FALLS, MN 56537-2801

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/06/2019 | | M | 300 A | 548 (1) | D | |
| Common Stock | 02/06/2019 | | F | 164 (2) D | \$ 384 (3) 48.045 | D | |
| Common Stock | | | | | 425 | I | by ESOP |
| Common Stock | | | | | 2 | I | by Daughter |

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

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SEC 1474
(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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 02/06/2019 | | M | 300 | 02/06/2019 | <u>(4)</u> | Common Stock | 900 |
| Restricted Stock Units | <u>(1)</u> | | | | | 04/13/2015 | <u>(5)</u> | Common Stock | 250 |
| Restricted Stock Units | <u>(1)</u> | | | | | 04/13/2016 | <u>(6)</u> | Common Stock | 300 |
| Restricted Stock Units | <u>(1)</u> | | | | | 04/10/2017 | <u>(7)</u> | Common Stock | 225 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smestad Jennifer O. 215 S CASCADE ST FERGUS FALLS, MN 56537-2801 | | | VP, Gen Coun & Corp Sec | |

Signatures

/s/ Jennifer O Smestad by Ella Leapaltd,
Attorney-in-Fact

02/08/2019

__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).

- (1) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (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 held jointly with spouse acquired through the dividend reinvestment plan, Employee Stock Purchase Plan and shares acquired individually pursuant to Restricted Stock Awards.
- (4) Restricted Stock Units vest in four equal annual installments which begin 2/06/2019.
- (5) Restricted stock units vest four years from date shown above.
- (6) Restricted stock units vest four years from date shown above.
- (7) Restricted stock units vest four years from date shown above.

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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