

MACFARLANE JOHN C

Form 4

April 07, 2010

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACFARLANE JOHN C

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)  
04/05/2010

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

FERGUS FALLS, MN 56537-2801

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 04/05/2010                           |                                                    | M                              |                                                                   | 15,000 | A          | \$ 19.75                                                                                      | 71,401.335                                               | D                                                     |
| Common Stock                    | 04/05/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 600    | D          | \$ 22.14                                                                                      | 70,801.335                                               | D                                                     |
| Common Stock                    | 04/05/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 800    | D          | \$ 22.15                                                                                      | 70,001.335                                               | D                                                     |
| Common Stock                    | 04/05/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 563    | D          | \$ 22.17                                                                                      | 69,438.335                                               | D                                                     |
| Common Stock                    | 04/05/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 200    | D          | \$ 22.1725                                                                                    | 69,238.335                                               | D                                                     |
|                                 | 04/05/2010                           |                                                    | S <sup>(1)</sup>               |                                                                   | 537    | D          | \$ 22.18                                                                                      | 68,701.335                                               | D                                                     |

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|                 |            |                        |        |   |               |            |   |
|-----------------|------------|------------------------|--------|---|---------------|------------|---|
| Common<br>Stock |            |                        |        |   |               |            |   |
| Common<br>Stock | 04/05/2010 | <u>S<sup>(1)</sup></u> | 400    | D | \$ 22.19      | 68,301.335 | D |
| Common<br>Stock | 04/05/2010 | <u>S<sup>(1)</sup></u> | 5,800  | D | \$ 22.2       | 62,501.335 | D |
| Common<br>Stock | 04/05/2010 | <u>S<sup>(1)</sup></u> | 4,200  | D | \$ 22.21      | 58,301.335 | D |
| Common<br>Stock | 04/05/2010 | <u>S<sup>(1)</sup></u> | 1,200  | D | \$ 22.22      | 57,101.335 | D |
| Common<br>Stock | 04/05/2010 | <u>S<sup>(1)</sup></u> | 200    | D | \$ 22.23      | 56,901.335 | D |
| Common<br>Stock | 04/05/2010 | <u>S<sup>(1)</sup></u> | 500    | D | \$ 22.24      | 56,401.335 | D |
| Common<br>Stock | 04/06/2010 | M                      | 10,000 | A | \$ 19.75      | 66,401.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 100    | D | \$ 22.07      | 66,301.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 200    | D | \$ 22.08      | 66,101.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 100    | D | \$ 22.085     | 66,001.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 300    | D | \$ 22.09      | 65,701.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 900    | D | \$ 22.1       | 64,801.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 1,081  | D | \$ 22.11      | 63,720.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 100    | D | \$<br>22.1185 | 63,620.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 100    | D | \$ 22.12      | 63,520.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 1,301  | D | \$ 22.13      | 62,219.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 100    | D | \$<br>22.1353 | 62,119.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 1,500  | D | \$ 22.14      | 60,619.335 | D |
| Common<br>Stock | 04/06/2010 | <u>S<sup>(1)</sup></u> | 100    | D | \$<br>22.1443 | 60,519.335 | D |
|                 | 04/06/2010 | <u>S<sup>(1)</sup></u> | 100    | D | \$ 22.145     | 60,419.335 | D |

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Common  
Stock

|                 |            |                  |       |   |               |                   |   |
|-----------------|------------|------------------|-------|---|---------------|-------------------|---|
| Common<br>Stock | 04/06/2010 | S <sup>(1)</sup> | 701   | D | \$ 22.15      | 59,718.335        | D |
| Common<br>Stock | 04/06/2010 | S <sup>(1)</sup> | 100   | D | \$<br>22.1598 | 59,618.335        | D |
| Common<br>Stock | 04/06/2010 | S <sup>(1)</sup> | 1,400 | D | \$ 22.16      | 58,218.335        | D |
| Common<br>Stock | 04/06/2010 | S <sup>(1)</sup> | 1,397 | D | \$ 22.17      | 56,821.335<br>(2) | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date Exercisable                                               | Expiration<br>Date | Title                                                               | Amount<br>Number<br>Shares |
| Stock<br>Options<br>(right to<br>buy)               | \$ 19.75                                                              | 04/05/2010                              |                                                             | M                                       | 15,000                                                                                                       | 04/10/2001 <sup>(3)</sup>                                      | 04/10/2010         | Common<br>Stock                                                     | 100,000                    |
| Stock<br>Options<br>(right to<br>buy)               | \$ 19.75                                                              | 04/06/2010                              |                                                             | M                                       | 10,000                                                                                                       | 04/10/2001 <sup>(3)</sup>                                      | 04/10/2010         | Common<br>Stock                                                     | 100,000                    |
| Stock<br>Options<br>(right to<br>buy)               | \$ 26.25                                                              |                                         |                                                             |                                         |                                                                                                              | 04/09/2002 <sup>(3)</sup>                                      | 04/09/2011         | Common<br>Stock                                                     | 100,000                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: MACFARLANE JOHN C - Form 4

Director   10% Owner   Officer   Other

MACFARLANE JOHN C  
215 S CASCADE ST  
FERGUS FALLS, MN 56537-2801

X

## Signatures

/s/ John C MacFarlane by Debra J Lill,  
Attorney-in-Fact

04/07/2010

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on 12/9/2009.
- (2) Total direct holdings include shares jointly held with spouse in the Dividend Reinvestment Plan and the Employee Stock Purchase Plan and shares acquired individually pursuant to Restricted Stock Award distributions.
- (3) Stock options vest in cumulative annual installments of 25% beginning the date shown.

### Remarks:

Due to SEC limitations of 30 transactions per Form 4 filing, please view the second Form 4 filing for full report.

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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